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

FORM 10-K

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended January 31, 2026

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from ________ to ________

Commission file number 001-39004

ChargePoint Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**84-1747686**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
240 East Hacienda Avenue Campbell, CA	**95008**
(Address of Principal Executive Offices)	(Zip Code)

(408) 841-4500
Registrant's telephone number, including area code

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.0001	CHPT	New York Stock Exchange

Securities registered pursuant to section 12(g) of the Act:

None
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of voting stock held by non-affiliates of the Registrant on July 31, 2025, the last business day of the Registrant’s most recently completed second fiscal quarter, based on the closing price of $9.19 for shares of the Registrant’s common stock as reported by the New York Stock Exchange, was approximately $212.1 million. Shares of common stock beneficially owned by each executive officer, director, and their affiliated holders have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

The registrant had outstanding 24,416,236 shares of common stock as of March 19, 2026.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant’s definitive proxy statement relating to its 2026 annual meeting of shareholders (the “2026 Proxy Statement”) are incorporated by reference into Part III of this Annual Report on Form 10-K where indicated. The 2026 Proxy Statement will be filed with the U.S. Securities Exchange Commission within 120 days after the end of the fiscal year to which this report relates.

Table of Contents

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This annual report on Form 10-K (this "Annual Report") includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). These forward-looking statements could include, among other things statements regarding the future financial performance of ChargePoint Holdings, Inc. ("ChargePoint" or the "Company," or "we," "us," "our" and similar terms), as well as ChargePoint's strategy, future operations, future operating results, financial position, and resources, expectations regarding revenue, losses, costs, margins and prospects, including the charges and expenditures the Company expects to incur in connection with the reorganization of its operations implemented March 31, 2026 (the "March 2026 Reorganization") and the timing thereof, and the annual operating expense savings expected from the March 2026 Reorganization, as well as management plans and objectives. All statements, other than statements of present or historical fact included in this Annual Report, are forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "could," "would," "expect," "plan," "anticipate," "intend," "believe," "estimate," "continue," "project" or negatives of such terms and other similar expressions that predict or indicate future events or trends or that are not statements of present or historical matters. These statements are based on various assumptions, whether or not identified herein, and on the current expectations of ChargePoint's management and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by any investor as, a guarantee, an assurance, a prediction or a definitive statement of, fact or probability. Actual events and circumstances are difficult or impossible to predict and may differ from assumptions, and such differences may be material. Many actual events and circumstances are beyond the control of ChargePoint. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions about ChargePoint that may cause the actual results, level of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. If any of these risks materialize or ChargePoint's assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. There may be additional risks that ChargePoint does not presently know or that ChargePoint currently believes are immaterial that could also cause actual results to differ from those contained in the forward-looking statements. In addition, forward-looking statements reflect ChargePoint's expectations, plans or forecasts of future events and views as of the date hereof. ChargePoint anticipates that subsequent events and developments will cause ChargePoint's assessments to change. These forward-looking statements should not be relied upon as representing ChargePoint's assessments as of any date subsequent to the date hereof. Accordingly, undue reliance should not be placed upon the forward-looking statements. ChargePoint cautions you that these forward-looking statements are subject to numerous risk and uncertainties, most of which are all difficult to predict and many of which are beyond the control of ChargePoint.

The following factors, among others, could cause actual results to differ materially from forward-looking statements:

- ChargePoint experiences delays in new product introductions or adoption;
- ChargePoint's ability to expand its business in Europe and the United States;
- the electric vehicle ("EV") market and deliveries of passenger and fleet vehicles may not grow as expected;
- ChargePoint may not attract a sufficient number of EV fleet owners or operators as customers;
- incentives from governments or utilities may not materialize or may be reduced, which could reduce demand for EVs, or the portion of regulatory credits that customers claim may increase, which would reduce ChargePoint's revenue from such incentives;
- the impact of competing technologies or technological changes that result in reduced demand for EVs or other adverse effects on the EV market or our business;
- data security breaches or other network outages;
- ChargePoint identifying a material weaknesses in its internal control over financial reporting;
- ChargePoint's success in retaining or recruiting, or changes in its officers, key employees or directors;
- changes in applicable laws or regulations;
- the impact of actual or threatened litigation;
- ChargePoint's ability to maintain a strong balance sheet and to raise capital as needed to support its business and pursue growth opportunities;
- ChargePoint's ability to successfully execute the March 2026 Reorganization and to achieve anticipated cost savings therefrom;
- ChargePoint's ability to integrate acquired assets and businesses into ChargePoint's own business and the expected benefits from acquired assets to ChargePoint, its customers and its market position; and

- the possibility that ChargePoint may be adversely affected by other economic factors including macroeconomic conditions such as inflation, rising interest rates, geopolitical factors, foreign exchange volatility, adverse developments in the financial service industry, slower growth or recession or other business factors or other competitive factors.

The foregoing review of important factors should not be construed as exhaustive and should be read in conjunction with the other risk factors included herein. Forward-looking statements reflect current views about ChargePoint's plans, strategies and prospects, which are based on information available as of the date of this Annual Report. Except to the extent required by applicable law, ChargePoint undertakes no obligation (and expressly disclaims any such obligation) to update or revise the forward-looking statements whether as a result of new information, future events or otherwise.

PART I

Item 1. Business.

ChargePoint Holdings, Inc. (“ChargePoint” or the “Company”) is a leading provider of electric vehicle (“EV”) charging technology solutions to customers that want to offer EV charging, driving the transition to electric mobility across North America and Europe. ChargePoint’s vision is to create a seamless, ubiquitous, and accessible EV charging experience for all. Our mission is to simplify the transition to electric vehicles for everyone, from individual drivers to businesses and organizations of all sizes. By meeting the needs of a rapidly evolving EV market, ChargePoint enables its customers to reduce emissions, supports renewable energy integration, and promotes sustainable transportation. ChargePoint powers over 385,000 “active” charging ports, which ChargePoint defines as ports that are running on ChargePoint software, serving more than 1,480,000 active EV drivers quarterly. EV drivers benefit from ChargePoint’s advanced mobile app and roaming partnerships, providing access to more than 1,370,000 million worldwide public and private charging ports. ChargePoint also enables charge point operators (“CPOs”) and electric mobility service providers to build custom EV charging networks and is trusted by over 60% of Fortune 500, and over 80% of Fortune 50 companies to meet their growing EV charging requirements, making it a vital enabler of the transition to electric mobility.

Near-term passenger EV sales are expected to increase from 2.4% of new vehicles sold in 2020 to 27.0% in 2030 in the United States and from 12.2% of new vehicles sold in 2020 to 51.5% in 2030 in Europe, according to the Bloomberg New Energy Finance (“BNEF”) Long-Term Electric Vehicle Outlook 2025 report, released in June 2025. These projected trends in EV adoption remain despite roll-back of the federal fuel-economy standards and phase-out of the $7,500 EV tax credit announced in the United States in 2025. Globally, this shift to vehicle electrification is propelled by additional factors, including existing and proposed fossil fuel bans or restrictions, transit electrification mandates, corporate commitments to zero carbon footprint initiatives and utility and government incentive programs. Based on these trends, BNEF projects that the annual investment in EV charging infrastructure across North America and Europe is expected to increase from $3.7 billion in 2020 to $17.8 billion in 2030, for a cumulative investment of $125.3 billion over that period.

To meet the growing demand for EV infrastructure, ChargePoint delivers comprehensive offerings spanning the entire EV charging ecosystem, providing charging hardware, software, and a variety of services for businesses, homeowners, fleet operators, CPOs, and automakers to optimize their charging operations under their own brands. ChargePoint serves commercial, fleet, and residential sectors with its diverse selection of Networked Charging Systems including Level 2, alternating current (AC) and Level 3, direct current (DC) fast charging stations. The ChargePoint Platform is comprised of ChargePoint’s charger management software (“CMS” or “CMS Service”), which is a cloud-based SaaS platform used by charging station owners to manage Networked Charging Systems, and its “eMSP Service” solution, which is a collection of cloud delivered software capabilities, APIs and companion professional services to enable e-Mobility Service Providers to in turn deliver custom EV driver management and payment solutions. ChargePoint’s Networked Charging Systems and CMS are accompanied with a comprehensive services and support program, including an extended parts and labor warranty solutions called “Assure.”

The modular architecture of ChargePoint’s Networked Charging Systems combined with its powerful, scalable and extensible ChargePoint Platform allows its customers to customize their charging networks to meet specific needs, whether for auto original equipment manufacturers (“OEMs”), private fleets, municipalities, workplaces, retail businesses or private networks. ChargePoint’s hardware, software, and services are designed to scale alongside the EV ecosystem, serving the needs of three core customer groups: CPOs, e-Mobility Service Providers, and EV drivers.

Charge Point Operators (CPOs)

ChargePoint enables CPOs to deploy, maintain, and operate EV charging stations. CPOs can generate revenue directly through the sale of electricity or access fees charged to EV drivers, or indirectly by attracting drivers to their facilities where charging stations are located. ChargePoint’s industry-leading products and services support a variety of CPO use cases, including:

- For-Profit CPOs: Companies focusing on large-scale EV charging deployments and operations for passenger vehicles or fleet vehicles;
- Auto OEMs: EV manufacturers such as General Motors, Mercedes-Benz and Toyota providing charging infrastructure to support EV sales, and also at their factories and workplaces;
- Site Hosts: Institutions such as retail, education, healthcare, workplaces, parking, and hospitality offering EV charging as an amenity to attract customers, employees, or tenants;
- Fleet CPOs: Organizations like vehicle leasing and fleet management companies that use charging infrastructure to support fleet operations; and
- Hybrid, Multi-Family or Shared CPOs: Apartments and condominiums providing shared charging for residents.

The ChargePoint Platform enables CPOs to offer customized solutions to fit their specific business needs with features including remote diagnostics, energy management, flexible pricing, and dynamic controls to manage EV driver access policies.

e-Mobility Service Providers

e-Mobility Service Providers connect EV drivers to charging infrastructure across multiple siloed networks of charging stations through digital platforms. Typically, an e-Mobility Service Provider will directly manage the relationship with its customers, the EV drivers, by offering a mobile application or in-dash interface to enable EV drivers to find, use and pay for charging. Often, an e-Mobility Service Provider does not own or operate charging stations and so needs to partner with CPOs to provide its EV drivers with access to charging stations. ChargePoint's eMSP Service enables e-Mobility Service Providers to build and deliver a full complement of charging features for EV drivers, including:

- Station Discovery: Locate Networked Charging Systems across ChargePoint's network of active ports and the charging networks of its roaming partners;
- Authentication and Payments: Secure, flexible payment options, including credit cards and digital wallets;
- Driver Engagement: Loyalty programs, reservations, and waitlist features to enhance the charging experience; and
- Home Charging Management: Tools for scheduling and rate optimization for home charging.

These are just a few of dozens of additional capabilities to customize the end-user experience and aid station and charging management. By leveraging the ChargePoint eMSP Service, e-Mobility Service Providers can deliver branded, seamless charging experiences to their EV driver customers.

EV Drivers

EV drivers are the core of the charging ecosystem, benefiting from ChargePoint's extensive network of charging ports and user-friendly mobile applications. Key features include:

- Seamless integration of the ChargePoint eMSP Service into OEM vehicle companion apps and in-dash charging systems;
- Access to more than 1 million charging ports worldwide on ChargePoint's publicly accessible active ports and through its roaming partnerships;
- Charging station access across multiple roaming networks with unified access; and
- Real-time station availability, pricing transparency, and session notifications.

ChargePoint EV driver solutions enable CPOs and e-Mobility Service Providers to engage with and support personal EV owners and fleet drivers, accelerating EV adoption and fostering a sustainable future.

An industry pioneer since 2007, ChargePoint has led the electric mobility revolution by offering tailored EV charging solutions for a myriad of applications in a variety of industries. Unlike CPOs that invest heavily in owning charging stations, ChargePoint empowers site owners, CPOs and e-Mobility Service Providers to manage charging networks under their own brands, enabling scalable growth and maximum flexibility. Today, ChargePoint is well positioned to lead future growth in the EV industry. By prioritizing flexibility, scalability, and customer empowerment, ChargePoint is meeting the challenges of electrification through its comprehensive Networked Charging Systems hardware and the ChargePoint Platform. ChargePoint's comprehensive ecosystem of products and services supports ChargePoint's mission to accelerate the transition to electric mobility while positioning the Company for both leadership and longevity in the coming years.

The Portfolio

ChargePoint generates revenue through the sale of its diverse portfolio of hardware, software products, and services designed to support the implementation and management of EV charging solutions. ChargePoint primarily generates revenue from the sale of its Networked Charging Systems, sales of a variety of software solutions that comprise the ChargePoint Platform and are offered as a subscription billed upfront regardless of term, sale of its Assure and other service programs as a subscription billed upfront regardless of term, and sales of its professional services. ChargePoint sells these offerings as software-only solutions or as integrated packages that combine Networked Charging Systems, the ChargePoint Platform, and extended parts and labor warranties, providing flexibility to ChargePoint's customers.

Networked Charging System Portfolio.

ChargePoint offers a comprehensive range of Networked Charging Systems, designed, developed and manufactured in collaboration with its contract manufacturing partners. These solutions deliver high efficiency in power and high energy density, with a scalable architecture designed to ensure high availability, seamless modular expansion, and efficient serviceability. ChargePoint's hardware portfolio includes Level 2 AC charging stations for commercial, fleet, and home applications, as well as Level 3 DC fast chargers for commercial and fleet use. ChargePoint's portfolio of Networked Charging Systems are available in various form factors and power levels and can accommodate nearly every charging scenario. ChargePoint's Networked Charging Systems support all electric vehicle types (including cars, commercial and delivery vehicles, buses, and heavy-duty vehicles) regardless of manufacturer or port connector type. Additionally, ChargePoint Omni Port integrates multiple charging standards into a single port, enabling almost any electric vehicle to charge at any Omni Port enabled station.

In addition, customers can also choose from hundreds of "ChargePoint Compatible" stations built by third-party hardware manufacturers and operate them by installing the ChargePoint CMS.

- **AC Solutions**: ChargePoint's AC Networked Charging Systems are a key component of comprehensive charging solutions for commercial, fleet, multi-family, and residential applications. They are available in a range of form factors, including the CP6000, CT4000 series, and the award-winning ChargePoint Home Flex. ChargePoint's AC Networked Charging Systems comply with North American and European safety standards and regulations, and are designed to ensure safety, reliability, and energy efficiency. Designed for flexible applications, ChargePoint's AC Networked Charging Systems come in a wide variety of power configurations and can be pedestal or wall mounted, making them ideal for diverse customer needs such as workplaces, commercial parking lots, residential homes, and multi-family dwellings, and a variety of fleet applications from smaller delivery vehicles to fleets with longer dwell times such as school buses and public transit. ChargePoint's AC Networked Charging Systems provide a convenient way for EV drivers to add up to 40 miles of range per hour while charging at home, at work or around town.

- **DC Solutions**: ChargePoint's Express and Express Plus DC fast charging systems are designed to ensure safety, reliability, and energy efficiency as they deliver energy in a wide variety of flexible and scalable configurations for high-power charging applications. ChargePoint's DC fast charging stations are capable of charging an electric vehicle up to 80% of battery capacity in as little as 20 minutes, making them ideal for a variety of fast charging locations, including interstate corridors, fueling stations, convenience stores, and fleet operations with larger vehicles or shorter dwell times.

- **Third-Party Hardware Solutions**: ChargePoint also supports third-party charging station hardware that can be operated by ChargePoint's CMS which ChargePoint refers to as "ChargePoint Compatible." ChargePoint Compatible stations are third-party charging stations that ChargePoint has tested and integrated with the ChargePoint CMS via the industry standard Open Charge Point Protocol (OCPP). ChargePoint sells a ChargePoint CMS subscription along with a separate activation service in connection with supporting these charging stations.

Advanced ChargePoint Platform.

The ChargePoint CMS Service and ChargePoint eMSP Service combine to form the ChargePoint Platform, a powerful, flexible, and scalable software solution that enables CPOs, fleet owners, auto OEMs and e-Mobility Service Providers to efficiently manage their charging infrastructure, while also enabling EV drivers to access charging when, where and how they want to charge. The ChargePoint CMS is a cloud-based SaaS platform that seamlessly manages the end-to-end lifecycle of ChargePoint's Networked Charging Systems as well as third-party charging stations. ChargePoint's CMS capabilities include network connectivity, proactive monitoring, station troubleshooting to support station up-time targets, managing driver access policies, optimizing energy usage, setting energy prices and processing EV driver payments. The ChargePoint eMSP Service is a suite of cloud-delivered software capabilities delivered through APIs and companion professional services for e-Mobility Service Providers, enabling them to build and publish mobile and in-dash applications for EV drivers to find, use and pay for charging. ChargePoint also offers its own mobile EV driver application that compliments its CMS Service and eMSP Service offerings, enriching charging experiences by connecting EV drivers with locations, pricing, and payment methods for ChargePoint and third-party roaming charging stations.

ChargePoint believes that as EV adoption rises, so does the importance of the ChargePoint Platform to help manage charging complexity. Some examples include:

- Commercial customers can adjust the rate at which EVs charge to match the natural parking duration at the site and to avoid peak or demand charges;

- Charging infrastructure made available to the public during the day can be reserved for private fleets at night or made available to employees during the day and open to the public at night;

- Telematics software integrations provide data and insights to reduce costs and improve fleet reliability. The ChargePoint Platform is specifically designed to integrate with fuel management systems and fleet operations software to enable seamless integration into fleet processes; and

- ChargePoint Platform APIs integrate with in-vehicle infotainment systems, consumer mobile applications, payment systems, mapping tools, home automation assistants, fleet fuel cards, wearables and residential utility programs to enable ChargePoint's customers to deliver expanded B2B and B2C services to their core constituents.

ChargePoint CMS Service:

ChargePoint CMS Service enables customers to manage Networked Charging Systems in their parking lots and depots. Retailers can optimize charging station locations and pricing to encourage foot traffic and customer loyalty. Employers and multi-family commercial real estate operators can make fueling a desirable benefit to attract talent or tenants. Parking operators can vary pricing to reflect market conditions, and fleet operators can manage use cases from having drivers take their own vehicles home every day to high-power, high-complexity centralized fleet depots. These use cases require best-in-class data security, dedicated cloud hosting for federal customers, and rigorous standards for authorization, access, and continuous monitoring. ChargePoint sells subscriptions to its CMS on a per charging port basis, typically in one-, three- or five-year terms, including ChargePoint Compatible charging stations. As

ChargePoint's base of installed and activated Networked Charging Systems grows, and as customers choose to install ChargePoint's CMS on third-party charging stations, ChargePoint expects its annual recurring revenue from CMS subscriptions to continue to grow.

ChargePoint CMS Service capabilities include the following functionalities:

- **Networked Charging System Management**: End-to-end management of ChargePoint Networked Charging Systems as well as ChargePoint Compatible charging stations, including remote charger diagnostics, proactive fault monitoring, firmware updates, access controls and utilization analytics.

- **Energy Management**: Smart energy optimization features such as power sharing, dynamic load balancing and demand response integration to reduce charging station operating costs and improve grid stability. ChargePoint energy management further enables stations to share circuits and supports the creation of advanced groups and rules which enable energy use policies.

- **Fleet Operations**: Smartly and securely uses a fleet vehicle's route scheduling, unique charging requirements, electrical constraints and local utility rates to automatically shift peak charging, guaranteeing each vehicle is optimized for work. Fleet Operations leverage proactive alerts and integrations with fleet enterprise software systems, such as telematics, vehicle planning, or dispatching to reduce fleet operating expenses.

- **Driver Management**: End-to-end driver management tools to manage driver access, authentication, and usage. Driver management also enables convenience features, including specific user access via the ChargePoint connections system, the creation of driver groups to support a site host policy and waitlist or reservation features for drivers to reserve a place in line, among other features.

- **Billing, Payments, and Invoicing**: Automated and flexible billing solutions, supporting multiple pricing models and flexible payment methods, invoicing, and reimbursement methods for drivers.

- **Alerts & Monitoring**: Customizable alerting engine for real-time system monitoring, fault detection, vandalism, and proactive alerts to promote maximum up-time and quick issue resolution.

- **Roaming**: Seamless bilateral interoperability with ChargePoint roaming partner networks, allowing EV drivers to charge across multiple networks with unified access and payment solutions.

- **Fleet Telematics**: Powers the collection, alerting, and reporting of critical vehicle performance data on bus fleets, whether electric powered, diesel, hydrogen, CNG, or hybrid to allow operators to monitor vehicle performance in real-time, optimize route planning, and receive timely alerts for performance or maintenance needs - all provided using detailed analytics through an integrated reporting suite or seamless data export to external analytics platforms.

ChargePoint eMSP Service:

ChargePoint's eMSP Service is a flexible customizable solution offered together with companion services that enable e-Mobility Service Providers to publish mobile and in-vehicle applications for EV drivers to find, use and pay for EV charging. The eMSP Service is built on open, extensible standards and published via APIs, which allows e-Mobility Service Providers to choose which services they want to enable on their own platforms to deliver a differentiated EV driver experience.

ChargePoint believes its eMSP Service plays a crucial role in the expansion and adoption of mobile electrification. ChargePoint licenses its eMSP Service to e-Mobility Service Providers in a combination of per vehicle, per EV driver or per transaction fee models. Examples of ChargePoint's eMSP Service integrations include mobile applications and in-vehicle or in-dash integrations with auto OEMs' vehicle charging apps to enhance the overall EV ownership experience and enable their vehicle drivers to find, use and pay for charging sessions. Similarly, EV fleet managers and fleet management companies use the eMSP Service APIs to manage their fleet of EV drivers' on-route and at-home charging needs, in addition to reconciliation and reimbursement of such EV driver's charging fees. ChargePoint charges a monthly per vehicle or per EV driver fee in connection with the licensing of its eMSP Service and believes that such licensing will increasingly contribute to its overall revenue as its eMSP Service is adopted more widely and as the overall share of EVs sold for private and fleet applications increases.
ChargePoint's eMSP Service capabilities include the following functionalities:

- **Charging Station Location**: Locates chargers from CPOs on the ChargePoint network and those of ChargePoint's roaming partners;

- **Authenticate**: Provides secure EV driver authentication methods beyond just RFID cards such as "tap-to-charge" with a phone or smart watch, custom application or in-dash based charging station authentication, or vehicle identification-based authentication;

- **Pay**: Enables seamless and secure payment methods including credit cards, digital wallets, fuel cards and other payment and reimbursement methods;

- **Connect**: Enables connecting EV drivers with businesses and loyalty programs to allow EV drivers to access customizable charging benefits;

- **Join a Waitlist or make a Reservation**: Enables advanced queuing and reservation capabilities;

- **Track Charging Activities**: Enables e-Mobility Service Providers, and their EV driver customers, to get notified about charging station availability, track changes in power availability or charging prices, session completion and more; and

- **Charge at Home**: Allows e-Mobility Service Providers, and their EV driver customers, to set charging reminders, set a charging schedule and save on utility costs with demand response programs.

ChargePoint Mobile App:

ChargePoint deploys its own eMSP Service directly to EV drivers via the ChargePoint mobile app. The ChargePoint mobile app is an essential companion for EV drivers wherever they charge. For ChargePoint's residential customers, the ChargePoint mobile app allows EV drivers to manage their ChargePoint networked home charging station, optimize charging costs through scheduled charging, participate in utility programs, and utilize other smart-home integrations. In the public setting, the ChargePoint mobile app provides EV drivers with access to one of the world's largest networks of public and semi-public EV charging stations. The ChargePoint mobile app can work in concert with the ChargePoint CMS to deliver uniquely enriched EV driver experiences, including the ability to use more convenient and secure charging authentication methods like "tap-to-charge", "Plug & Charge" and "Autocharge" features which allow EV drivers seamless access to charging benefits from CPOs on the ChargePoint network. These same features can be enabled with ChargePoint's e-Mobility Service Provider customers by means of the ChargePoint eMSP Service.

ChargePoint Services and Support Portfolio

ChargePoint provides a complete portfolio of services and support offerings designed to deliver critical Networked Charging System "up-time" and network charging availability to its customer base. The deployment of ChargePoint Networked Charging Systems often starts with a planning phase. ChargePoint delivers service offerings that include on-site development and analysis as well as activation and commission services to confirm all safety and regulatory installation processes are followed and support a safe and reliable charging environment for EV drivers. The various phases of the customer's Networked Charging System deployment journey are delivered by a constellation of ChargePoint service partners, with ChargePoint often providing oversight, while ensuring its service partners are certified and trained on ChargePoint technology. ChargePoint also supports state, federal and utility rebate or grant application programs, ensuring customers maximize their rebate or grant application success and realize all available incentives.

Once installed and activated, ChargePoint directly supports the ongoing successful operations of its Networked Charging Systems. ChargePoint offers a two-year, parts only warranty with the purchase of all Networked Charging Systems and separately sells Assure, or its enhanced Assure Pro warranty services, each of which include proactive monitoring, fast response times, parts and labor warranty, expert advice and robust reporting. ChargePoint provides phone support in multiple languages to site hosts, CPOs and EV drivers. Delivery of Assure and or ChargePoint's enhanced "Assure Pro" service level agreements are anchored on the following critical capabilities, that in combination, allow ChargePoint to deliver against its charging station up-time objectives:

- **24x7 Priority Technical Support**: ChargePoint's technical resources are available to support its customers 24 hours a day, 7 days a week, on all software and hardware questions and problem reports, in its customers' local language. ChargePoint's support teams have a direct line to its engineering organization to ensure critical issues that require engineering attention are resolved in an expeditious manner. For ChargePoint's largest customer's that are delivering mission critical charging implementations, ChargePoint offers a premium support package with designated service delivery managers monitoring and managing the customer's install base of Networked Charging Systems.

- **Proactive Monitoring by ChargePoint's Network Operations Center**: ChargePoint's Network Operations Center features 24x7 proactive station monitoring and predictive analytics to find anomalies before the station owner or drivers notice them. ChargePoint's Network Operations Center leverages multiple sources of driver feedback, including ChargePoint's mobile app, calls to ChargePoint's driver support line and social listening, to enhance the completeness of actionable insights, with the ultimate goal of driving Networked Charging System up-time. ChargePoint defines "up-time" as the percentage of ChargePoint charging ports which are capable of dispensing energy at any given moment.

- **Replacement Parts Inventory**: ChargePoint operates numerous forward storage locations intended to ensure replacement parts are available close to its customers, facilitating expeditious repair of stations.

- **Robust Field Partner Network**: ChargePoint has built a strong network of field operations and maintenance (O&M) partners, all certified and trained on ChargePoint technology, serving as "feet on the street" technicians that drive prompt repair of stations.

- **Safeguard Care:** ChargePoint offers a support service add-on designed to proactively identify physical and site specific issues with Networked Charging Systems through regular on-site inspections by trained inspectors who also ensure basic cleanliness and hygiene of the Networked Charging Systems during their visit.

- **Premier Care:** ChargePoint offers a support service add-on that provides customers with designated operational service delivery managers to provide expert guidance and to help them run and scale their EV charging programs more effectively.

- **ChargePoint Support Portal**: ChargePoint provides on-line, self-service support platform designed to give station owners and network managers end-to-end visibility into charging station support activity and service performance, while reducing the effort required to manage charging station support issues.

ChargePoint also provides a 24x7 EV driver support hotline for EV drivers who are charging at ChargePoint Networked Charging Systems, aiding in various situations like setting up charging for the first time, billing questions or difficulty in starting a charging session. ChargePoint believes the quality of the ChargePoint charging experience generates driver satisfaction and therefore encourages customers to purchase additional Networked Charging Systems and CMS subscriptions, creating a profitable cycle of growth from customers expanding their charging infrastructure.

The ChargePoint Model and the EV Ecosystem: Better Together

ChargePoint stands at the forefront of the EV charging industry, and believes it is uniquely positioned to empower every type of stakeholder in the EV ecosystem on their journey toward electrification. This leadership is anchored in ChargePoint's commitment to a vertically integrated hardware and software stack, and to delivering unmatched performance, security, and user experience across North America, Europe, and beyond.

- **Full-Stack Technology Solutions for a Range of Use Cases**

  ChargePoint's comprehensive suite of AC and DC Networked Charging Systems are designed for deployment in nearly all charging scenarios. Whether for commercial fleets, multifamily residences, or public charging, ChargePoint's solutions enable site hosts and operators to select the ideal station for their needs. ChargePoint's full feature stack consistently outpaces open standards like OCPP, delivering advanced capabilities such as anti-vandalism protection, AutoCharge, waitlist management, "tap-to-charge", and complex DC power management.

- **The Power of Vertical Integration**

  Owning both hardware and software allows ChargePoint to integrate every layer of the system, resulting in efficient operation, rapid innovation, and strategic independence. This integration is the "operational glue" that runs core workflows— such as driver authentication, billing, fleet scheduling—and creates a retention and upsell engine for existing customers. By bundling software with hardware, ChargePoint reframes the purchase as a strategic EV program, not a commodity, positioning customers to unlock the full value of the charging station's capabilities.

- **Security, Reliability, and Performance**

  ChargePoint's proprietary security stack is designed to ensure robust protection, with secure boot processes, encrypted communications, and compliance with utility and government standards. The system is engineered for low-latency power delivery, intelligent energy management, and predictive maintenance, which are intended to minimize downtime and extend equipment lifespan. The result is premium reliability and a future-ready platform that supports integrations with energy storage, solar, and vehicle-to-grid (V2G) capabilities.

- **Seamless User Experience and Global Reach**

  ChargePoint's vertically integrated ChargePoint Platform supports a consistent, branded user experience across devices and platforms. Integrated billing, fleet management, and energy analytics add value for both consumers and enterprise clients. The ChargePoint Platform is designed for scalable deployment and regional compliance, supporting evolving standards like ISO 15118 and OCPP extensions.

- **"Better Together" Differentiators**

  ChargePoint's "Better Together" philosophy is reflected in premium features, such as:

  - Waitlist and Smart Priority Queuing: Drivers can queue and receive notifications, maximizing charger utilization and driver satisfaction.
  - Contactless Payments and Tap to Charge: Seamless payment experiences via built-in card readers and mobile wallets.
  - Advanced Diagnostics and Proactive Monitoring: Deep station health data and remote troubleshooting for higher uptime.
  - Integrated Management: One platform for deployment, support, and upgrades—no interconnection or cross-platform integration between vendors.

Go to Market Strategy

ChargePoint has built a strong sales and marketing engine in North America and Europe, with an established direct sales channel and digital marketing capability. ChargePoint's success is further built upon establishing and maintaining relationships with a variety of channel partners to extend its geographic reach, market penetration and improve its capability to scale logistics. ChargePoint uses a two-tiered, indirect fulfillment model whereby ChargePoint sells its products and services to its distributors, which in turn sell to value added resellers, which then sell to end users. ChargePoint refers to these end users as its customers. ChargePoint anticipates that it will continue to rely on this two-tiered sales model to help facilitate sales of ChargePoint's products and to grow its business internationally. ChargePoint also has nationwide and local partners who sell, install and maintain ChargePoint solutions.

ChargePoint is focused on three key verticals: commercial, fleet and residential.

- **Commercial**: Commercial businesses and dedicated CPOs already own or lease parking and many wish to electrify. These include retail centers, offices, medical complexes, schools, airports, municipalities, convenience stores, recreation centers and fast fueling sites, among others. ChargePoint believes many commercial businesses view charging as an essential investment to attract tenants, employees, customers and visitors, generate direct and indirect income, and achieve sustainability goals. ChargePoint's AC and DC charging station solutions and the ChargePoint Platform enable customers in the commercial and CPO vertical to optimize their total cost of ownership of their charging assets. ChargePoint believes commercial businesses and dedicated CPOs choose ChargePoint based on its fully integrated hardware, software and support solutions completeness (for instance, they are not responsible for being a solutions integrator, payment processor or support agent for EV drivers) and the engineering quality that comes from designing hardware, software and services together. ChargePoint accesses the commercial market via its direct sales force and channel partners.

- **Fleet**: Fleet customers operate vehicle fleets in delivery and logistics, sales and service, motor pool shared transit, and ride-sharing services. ChargePoint believes these customers choose to electrify their fleets for economic reasons, as the comparative total cost of ownership compellingly favors electrification. The ChargePoint Platform can help them design and fuel operations, manage operating costs and achieve sustainability goals. ChargePoint provides a flexible bundle of Networked Charging Systems, ChargePoint Platform subscriptions or licenses, professional services, support, telematics solutions, monitoring and parts and labor warranties needed to support all fleet implementation use cases, from single vehicle take-home fleets to full-scale electrified depots. Importantly, with ChargePoint's Federal Risk and Authorization Management Program ("FedRAMP") authorization, ChargePoint is well positioned to serve government-owned and privately-owned EV charging needs for federal fleets. ChargePoint accesses the fleet market via its direct sales force and channel partners.

- **Residential**: ChargePoint offers residential EV charging solutions for drivers in single-family residences who want the convenience of fueling at home with the ability to optimize energy costs and full integration with the same mobile application they use for charging away from home. Residential charging solutions include the capability to manage grid load in conjunction with utility programs and EV fueling rate programs or driver reimbursement programs. ChargePoint accesses single-family residential opportunities through direct marketing to the consumer using proprietary and third-party e-commerce platforms, as well as through partnerships with utilities, auto OEMs, car dealerships, leasing companies, online marketplaces and insurance companies. For apartments and condominium settings, ChargePoint offers landlords and owner associations the ability to offer charging billed directly to the tenant. ChargePoint accesses this residential vertical via direct marketing and channel partners, including ChargePoint's proprietary webstore and other e-commerce platforms across the United States and Canada.

Because ChargePoint rarely owns and operates charging infrastructure, it is able to allocate capital strategically towards ChargePoint's initiatives in new product research and development, and public policy.

- ***Research and Development***. With a singular focus on EV charging, ChargePoint offers a complete set of networked charging solutions for most EV charging use cases in North America and Europe.

- ***Public Policy***. ChargePoint has also supported early and sustained investments in government and utility relationships. ChargePoint advocates for policies that advance electric mobility and ensure a healthy industry with a focus on competition, innovation and customer choice, including:

  - support for vehicle electrification policy, such as zero emission vehicle requirements, fossil fuel limits and transit electrification directives;

  - partnership with North America's leading utilities to scale the new electric fueling network, including enabling the resale of electricity, securing fast charging-friendly tariffs, developing make-ready programs, creating customer incentive programs and informing utility commission decisions and legislation;

  - reduction in barriers to infrastructure deployment including construction costs, permitting, building codes and right to charge policies for renters and tenants; and

  - serving on consortiums and industry trade groups for the purpose of promoting the transition to, accessibility, and deployment of, electric vehicle infrastructure.

Competition

While ChargePoint believes that its business model and comprehensive offering of hardware and software solutions provides a distinct competitive advantage, ChargePoint has competitors in different sectors of the electric infrastructure market, including: (i) manufacturers of hardware charging systems, such as ABB Ltd., Alfen N.V., Alpitronic S.r.l., Blink Charging Co., Kempower Oyj, Siemens AG, and Tesla, Inc., and (ii) software providers that offer solutions to access and manage non-networked hardware charging systems, such as Ampeco Ltd., Driivz Ltd., EV Connect, Inc., and Monta ApS. ChargePoint provides custom charging solutions tailored to fit the needs of its customers, whether that means purchasing ChargePoint's comprehensive solutions including hardware, software, services and support, or selecting ChargePoint's CMS to integrate with the customer's third-party charging hardware of choice. While ChargePoint believes that the full functionality of its comprehensive suite of hardware and the ChargePoint Platform provides the best customer experience, ChargePoint actively deploys ChargePoint CMS onto third-party hardware to fit the unique business needs of its customers. Because ChargePoint predominately does not own and operate charging stations, ChargePoint does not believe it competes directly with CPOs. Instead, CPOs and other solution providers use the ChargePoint Platform as the backbone or building blocks to create their own charging networks.

ChargePoint believes its primary differentiators are:

- a comprehensive and fully integrated CMS stack for all AC and DC Networked Charging System solutions for each charging vertical – commercial, fleet and residential;
- size and scale of the active charging ports on its network, as well as those of its roaming partners;
- variety and quality of Networked Charging Systems product offerings for AC and DC applications;
- reliable product performance, testing and certifications;
- ease of use of the ChargePoint Platform, including the ChargePoint mobile app, in-dash driver applications and features;
- brand awareness;
- quality of driver and Networked Charging System owner support; and
- its scale of operations, including its presence in both North America and Europe.

North America

ChargePoint believes it is a leader in the North America market in the sale of commercial AC Networked Charging Systems. ChargePoint also has a strong market position in AC chargers for use at home or in multifamily settings and high-power DC chargers for fleet applications, urban fast charging, corridor or long-trip charging.

Europe

The market in Europe is highly fragmented in terms of both providers and solutions, with many companies providing charging hardware or software only, and few providing both. ChargePoint believes its portfolio breadth and range of Networked Charging System hardware and the ChargePoint Platform position it well to succeed broadly in Europe, and thus has invested, and will continue to invest, in its strategy to establish a successful pan-European presence that maps to major pan-European customers and provides a seamless experience for drivers as they travel. ChargePoint operates in Europe primarily by selling its proprietary Networked Charging Systems or enabling third-party charging stations with its CMS.

Growth Strategies

ChargePoint aims to enhance its market presence by increasing its installed base - gaining market share in Europe and expanding its footprint in North America - through growing its product portfolio and introducing new software solutions. ChargePoint believes its extensive and high-quality networked EV charging solutions foster customer loyalty. As EV adoption rises and charging utilization increases, customers often choose to expand their charging infrastructure with ChargePoint. This trend is supported by high renewal rates for ChargePoint's CMS and service subscriptions, as well as an increase in the number of charging ports purchased. Growth is further supported by comprehensive ecosystem integrations ChargePoint has enabled that keep the ChargePoint brand top of mind with drivers, including in-vehicle infotainment systems, consumer mobile applications, payment systems, mapping tools, home automation assistants, fleet fuel cards, wearables and residential utility programs.

ChargePoint's strategies to continue to scale networked EV charging include:

- **Increasing Research and Development into Innovative EV Charging Offerings:** ChargePoint plans to maintain its leadership through efficient investment in the development of advanced Networked Charging System technologies and enhancing ChargePoint Platform solutions.
- **Investing in Customer Base Expansion:** In both North America and Europe, ChargePoint aims to attract new customers while pursuing a "land-and-expand" model. This approach encourages existing clients to gradually increase their charging footprint with ChargePoint as EV penetration grows.

- **Accelerating ChargePoint Platform Solutions:** ChargePoint intends to be the preferred software enabler for CPOs in both North America and Europe, supporting those who utilize ChargePoint hardware as well as those employing third-party chargers. Additionally, ChargePoint aims to assist e-Mobility Service Providers in building and deploying tailored solutions through its eMSP Service.

- **Strategic Partnerships:** ChargePoint believes significant technological innovation and scale can be achieved through strategic partnerships with vehicle OEMs and companies that build grid infrastructure. ChargePoint's partnership with Eaton Corporation ("Eaton") is intended to create value by addressing the most significant barriers to large-scale EV charging adoption: high deployment costs, infrastructure complexity, and grid integration challenges. By combining complementary capabilities, ChargePoint and Eaton position themselves as a differentiated, full-stack solution provider. Integrated solutions streamline purchasing, engineering, and deployment, helping customers reduce upfront capital costs and ongoing operating expenses which ChargePoint believes results in lower total cost of ownership that improves project economics for charge point operators, fleets, and enterprises, supporting faster and larger-scale rollouts of EV infrastructure. Unlike standalone charger vendors, ChargePoint—through its partnership with Eaton—extends its value proposition into electrical infrastructure and site power management. ChargePoint believes this creates an advantage by simplifying execution for complex, multi-site deployments. The ChargePoint–Eaton partnership includes co-development of bidirectional power flow and Vehicle-to-Everything (V2X) technologies, enabling EVs to act as distributed energy resources for buildings and the grid. The ChargePoint–Eaton partnership represents a shift from selling discrete charging products to enabling scalable electrification platforms.

By implementing these strategies, ChargePoint is well-positioned to grow and adapt to the evolving EV charging landscape.

Manufacturing, Logistics and Fulfillment

ChargePoint has historically designed its products in-house and outsourced production to contract manufacturers based in the United States, Mexico, Asia and Europe. The majority of its hardware products are manufactured in Asia and Mexico. Components are sourced from a number of global suppliers, with concentrations in the United States and Asia. ChargePoint deploys a global supply chain management team that works proactively with piece part and final assembly supply partners. That supply management team readies factories for new products, puts in place and monitors quality control points, plans ongoing production, issues purchase orders and coordinates deliveries to distribution hubs that ChargePoint manages in North America, Mexico, Canada and Europe.

ChargePoint works with third-party fulfillment partners that deliver its Networked Charging Systems from multiple locations, which it believes allows it to reduce order fulfillment time and shipping costs.

Seasonality

Almost all of ChargePoint's commercial and fleet Networked Charging Systems are installed and utilized outdoors and ChargePoint operates and conducts its sales primarily in the Northern Hemisphere. Seasonal changes and other weather-related conditions can affect the sales volumes and installation rates of ChargePoint's products, primarily due to the impact of winter weather on construction timelines and delays. In addition, many of ChargePoint's customers complete their annual budget approval cycle in ChargePoint's fourth quarter. Therefore, the financial results for any quarter do not necessarily indicate the results expected for the fiscal year. Historically, the highest sales and earnings are in ChargePoint's fourth quarter and the lowest are in its first quarter, commencing in February annually.

Government Regulation

ChargePoint's business is subject to a changing framework of laws and regulations at the federal, state, regional and local level as well as in foreign jurisdictions. For example, substantially all of ChargePoint's contract manufacturing operations are subject to complex trade, import and customs laws, regulations and tax requirements such as sanctions orders or tariffs. In addition, the countries in which ChargePoint's products are manufactured or imported may from time to time impose additional duties, tariffs or other restrictions on ChargePoint's imports or adversely modify existing restrictions. Changes in tax policy or trade regulations or the imposition of new tariffs on imported products, could have an adverse effect on ChargePoint's business, results of operations and competitive position. State, regional and local regulations for installation of EV charging stations vary from jurisdiction to jurisdiction and may include permitting requirements, inspection requirements, licensing of contractors and certifications as examples. Compliance with such regulation(s) may cause shipping, installation, or commissioning delays that may adversely impact ChargePoint's business. ChargePoint is also subject to other complex foreign and United States laws and regulations related to anti-bribery and corruption laws, antitrust or competition laws and sanctions compliance, among others. ChargePoint has policies and procedures in place to promote compliance with these laws and regulations, however, government regulations are subject to change, and accordingly ChargePoint is unable to assess the possible effect of compliance with future requirements or whether ChargePoint's compliance with such regulations, or failure to adequately comply, will adversely affect ChargePoint's business, competitive position or ability to invest in capital expenditures in the future.

OSHA

ChargePoint is subject to the Occupational Safety and Health Act of 1970, as amended ("OSHA"). OSHA establishes certain employer responsibilities, including maintenance of a workplace free of recognized hazards likely to cause death or serious injury, compliance with standards promulgated by OSHA and various record keeping, disclosure and procedural requirements. Various standards, including standards for notices of hazards, safety in excavation and demolition work and the handling of asbestos, may apply to ChargePoint's operations. ChargePoint believes it is in full compliance with OSHA regulations.

Metrology

ChargePoint products are subject to regulations and certification requirements governing accuracy and other characteristics of embedded metrology for dispensing of electricity through charging stations. ChargePoint has received certification for applicable products in the European Union under the Measurement Instrument Directive (MID), in Germany under the Measurement and Calibration Law (Eichrecht), in the United Kingdom under the Measurement Instrument Regulation (MIR), the United States under the National Type Evaluation Program (NTEP), and in California under the California Type Evaluation Program (CTEP) as regulated by the Department of Food and Agriculture Division of Measurement Standards and in Canada as regulated by Measurement Canada. Field testing to validate meter accuracy may also be carried out by various government entities responsible for ensuring the accuracy of transactions based on measured quantities, similar to the way gasoline pumps or grocery store scales are audited.

Privacy and Data Security Laws

ChargePoint is currently subject, and may in the future be subject, to numerous privacy and data security laws. For example, some U.S. states, members of the European Economic Area, the United Kingdom, Mexico, China, and many other jurisdictions in which ChargePoint operates or plans to operate have adopted some form of privacy and data security laws and regulations that impose significant compliance obligations.

In the European Economic Area ("EEA"), the processing of personal data (i.e., data which identifies an individual or from which an individual is identifiable) is governed by the European Union General Data Protection Regulation 2016/679 (the "EU GDPR"). The United Kingdom ("UK") has implemented the EU GDPR as the UK GDPR (together with the EU GDPR, the "GDPR") which sits alongside the UK Data Protection Act 2018 (as amended by the UK Data (Use and Access) Act 2025) and Switzerland has implemented similar laws. The GDPR has direct effect where an entity is established in the EEA/UK (as applicable) and has extra-territorial effect where an entity established outside of the EEA/UK (as applicable) processes personal data in relation to the offering of goods or services to individuals in the EEA/UK (as applicable) or the monitoring of their behavior.

The GDPR imposes obligations on companies which can vary depending on the role that company takes. These obligations include granting individuals certain rights over personal data about them or relating to them, requirements around the disclosures and choices provided to those individuals, obligations to maintain certain documentation and to ensure specific contractual provisions are in place where engaging a third party, and requirements to safeguard personal data and to notify certain personal data breaches.

The EU GDPR also prohibits the international transfer of personal data originating in the EEA to jurisdictions that the European Commission does not recognize as having an 'adequate' level of data protection unless a data transfer mechanism has been put in place or a derogation under the EU GDPR can be relied on. In certain cases, companies must also carry out a transfer privacy impact assessment ("TIA") which, among other things, assesses laws governing access to personal data in the recipient country and considers whether supplementary measures that provide privacy protections additional to those provided under the European Union's standard contractual clauses ("EU SCCs") will need to be implemented to ensure an 'essentially equivalent' level of data protection to that afforded in the EEA. In July 2023, the European Commission adopted its Final Implementing Decision granting the U.S. adequacy ("Adequacy Decision") for EU-US transfers of personal data for entities self-certified to the EU-US Data Privacy Framework ("DPF"). Entities relying on EU SCCs for transfers to the U.S. are also able to rely on the analysis in the Adequacy Decision as support for their TIA regarding the equivalence of U.S. national security safeguards and redress.

The UK GDPR also imposes similar restrictions on transfers of personal data from the UK to jurisdictions that the UK Government does not consider adequate, including the U.S. The UK Government has published its own form of the EU SCCs, known as the International Data Transfer Agreement and an International Data Transfer Addendum to the EU SCCs. The UK Information Commissioner's Office ("ICO") has also published its own version of the TIA, although entities may choose to adopt either the EU or UK-style TIA. Further, on September 21, 2023, the UK Secretary of State for Science, Innovation and Technology established a UK-U.S. data bridge (i.e., a UK equivalent of the Adequacy Decision) and adopted UK regulations to implement the UK-U.S. data bridge. Personal data may now be transferred from the UK under the UK-U.S. data bridge through the UK extension to the DPF to organizations self-certified under the UK extension to DPF. There is also a Swiss extension to the DPF.

Data protection supervisory authorities have the power under the EU GDPR to (amongst other things) impose fines for serious breaches of up to the higher of 4% of the organization's annual worldwide turnover or €20.0 million. Individuals also have a right to compensation, as a result of an organization's breach of the GDPR which has affected them, for financial or non-financial losses (e.g., distress).

The GDPR has increased ChargePoint's responsibility and potential liability and ChargePoint may be required to put in place additional mechanisms to ensure compliance with the GDPR, which could divert management's attention and increase its cost of doing business, and despite ChargePoint's ongoing efforts to comply with the GDPR, it may not be successful.

ChargePoint is also subject to the e-Privacy Directive and the EU member states' additions to and implementation of the e-Privacy Directive. The e-Privacy Directive's provisions include requirements concerning the use of cookies and other tracking technologies and the use of personal information in marketing, including requirements to obtain consent from individuals to receive unsolicited electronic marketing communications and the requirement to provide those individuals with the ability to opt-out of future communications. Similarly, the CAN-SPAM Act in the United States governs email marketing. These and other cookie, email and marketing regulations increase ChargePoint's regulatory compliance obligations and risks.

Additionally, ChargePoint is governed by a California state privacy law called the California Consumer Privacy Act of 2018, ("CCPA"), as amended by the California Privacy Rights Act in 2020 ("CPRA"), which contains requirements similar to the GDPR for the handling of personal information of California residents. The CCPA establishes a privacy framework for covered businesses, including an expansive definition of personal information and data privacy rights for California residents. The CCPA includes a framework with potentially severe statutory damages and private rights of action. The CCPA requires covered companies to provide new disclosures to California consumers (as that word is broadly defined in the CCPA), and new ways for such consumers to opt-out of certain sales of personal information, and to allow for a new cause of action for data breaches. Moreover, the CPRA significantly modified the CCPA, including by imposing further requirements relating to data minimization and correction; expanding consumers' rights, including the right to opt-out of the use of their personal information in online behavioral advertising and to opt-out of certain types of consumer profiling; and sunsetting exemptions for business-to-business personal information and employee information. The CPRA also created a new state agency vested with authority to implement and enforce the CCPA and the CPRA. This agency, known as the California Privacy Protection Agency ("CPPA") is authorized to implement regulations, and has drafted broad and new privacy requirements in this role. New legislation proposed or enacted in various other states will continue to shape the data privacy environment nationally. For example, states such as Virginia, Colorado, Utah and Connecticut have adopted their own privacy laws and many other states have or are in the process of approving the same. These state laws are similar to the CCPA and CPRA, but aspects of these state privacy statutes remain unclear, resulting in further legal uncertainty. Legislation governing privacy and security issues, including the possibility of private rights of action, has also been proposed at the federal level in the United States. This creates legal uncertainty with respect to federal law as well as the impact such laws will have on state statutes. Additionally, the Federal Trade Commission ("FTC") engages in regulatory investigations of privacy and security practices that may violate Section 5(a) of the Federal Trade Commission Act, which prohibits unfair methods of competition, and unfair or deceptive acts or practices affecting commerce. These regulatory investigations can lead to consent decrees or litigation with the FTC and the Department of Justice. FTC consent decrees often mandate detailed privacy and security programs with annual audits for up to twenty years. Furthermore, state attorneys general may also join together to file lawsuits based on violations of applicable state privacy acts. In the event ChargePoint is subject to litigation, penalties, or enforcement actions pursuant to the GDPR, CCPA, CPRA, the FTC or applicable state laws, ChargePoint may be subject to fines and penalties, remediation measures which will divert management's time and attention, as well as harm to its reputation.

The GDPR, CCPA, CPRA, and other state laws exemplify the vulnerability of ChargePoint's business to the evolving regulatory environment related to personal data. Other states in the United States may pass or are considering privacy laws, and additional countries have in recent years implemented new privacy laws. ChargePoint's compliance costs and potential liability may increase as the result of additional national and international regulatory requirements related to data privacy and data security.

Waste Handling and Disposal

ChargePoint is subject to laws and regulations regarding the handling and disposal of hazardous substances and solid wastes, including electronic wastes and batteries. These laws generally regulate the generation, storage, treatment, transportation and disposal of solid and hazardous waste, and may impose strict, joint and several liability for the investigation and remediation of areas where hazardous substances may have been released or disposed. For instance, Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"), also known as the Superfund law, in the United States and comparable state laws impose liability, without regard to fault or the legality of the original conduct, on certain classes of persons that contributed to the release of a hazardous substance into the environment. These persons include current and prior owners or operators of the site where the release occurred as well as companies that disposed or arranged for the disposal of hazardous substances found at the site. Under CERCLA, these persons may be subject to joint and several strict liability for the costs of cleaning up the hazardous substances that have been released into the environment, for damages to natural resources and for the costs of certain health studies. CERCLA also authorizes the Environmental Protection Agency and, in some instances, third-parties to act in response to threats to the public health or the environment and to seek to recover from the responsible classes of persons the costs they incur. ChargePoint may handle hazardous substances within the meaning of CERCLA, or similar state statutes, in the course of ordinary operations and, as a result, may be jointly and severally liable under CERCLA for all or part of the costs required to clean up sites at which these hazardous substances have been released into the environment.

ChargePoint also generates solid wastes, which may include hazardous wastes that are subject to the requirements of the Resource Conservation and Recovery Act ("RCRA") and comparable state statutes. While RCRA regulates both solid and hazardous wastes, it imposes strict requirements on the generation, storage, treatment, transportation and disposal of hazardous wastes. Certain components of ChargePoint's products are excluded from RCRA's hazardous waste regulations, provided certain requirements are met. However, if these components do not meet all of the established requirements for the exclusion, or if the requirements for the exclusion change, ChargePoint may be required to treat such products as hazardous waste, which are subject to more rigorous and costly disposal requirements. Any changes in the laws and regulations, or ChargePoint's ability to qualify the materials it uses for exclusions under such laws and regulations, could adversely affect ChargePoint's operating expenses.

Similar laws exist in other jurisdictions where ChargePoint operates. Additionally, in the EU, ChargePoint is subject to the Waste Electrical and Electronic Equipment Directive (“WEEE Directive”). The WEEE Directive provides for the creation of a collection scheme where consumers return electrical and electronic equipment waste to merchants, such as ChargePoint. If ChargePoint fails to properly manage such electrical and electronic equipment waste, it may be subject to fines, sanctions, or other actions that may adversely affect ChargePoint’s financial results and operations.

For more information on the potential impacts of government regulations affecting ChargePoint’s business, see “Risks Related to Legal Matters and Regulations” set forth under “Risk Factors” included under Part I, Item 1A.

Research and Development

ChargePoint’s research and development team is responsible for designing, developing, manufacturing, testing and sustaining its products. ChargePoint has invested significant time and expenses into research and development for its networked charging technologies and for the ChargePoint Platform software. ChargePoint’s ability to maintain and expand its leadership position in the EV charging market depends upon successfully maintaining and expanding its research and development activities. Historically, ChargePoint has designed and developed its hardware Networked Charging Systems and ChargePoint Platform software in-house. ChargePoint intends to expand its research and development activities through the use of strategic partners, third-party contract manufacturers and design service partners in order to accelerate its hardware development timelines and leverage engineering resources and best practices from leading original design manufacturers.

ChargePoint’s research and development teams are primarily located in the Company’s headquarters in Campbell, California, its facilities in Gurgaon and Bangalore, India, and its European locations in Radstadt, Austria, Amsterdam, Netherlands and Reading, the United Kingdom.

Intellectual Property

ChargePoint relies on a combination of patent, trademark, copyright, unfair competition and trade secret laws, as well as confidentiality procedures and contractual restrictions, to establish, maintain and protect its proprietary rights. ChargePoint’s success depends in part upon its ability to obtain and maintain proprietary protection for ChargePoint’s products, technology and know-how, to operate without infringing the proprietary rights of others, and to prevent others from infringing ChargePoint’s proprietary rights.

As of January 31, 2026, ChargePoint had 117 U.S. patents issued and 13 U.S. pending patent applications. Additionally, ChargePoint had 26 issued foreign patents and 16 foreign patent applications currently pending in various foreign jurisdictions. In addition, as of January 31, 2026, ChargePoint had four pending Patent Cooperation Treaty applications and two international design patents. These patents relate to various EV charging station designs and/or EV charging functionality. Such issued patents and any patents derived from such applications or applications that claim priority from such applications, if granted, would be expected to expire between 2026 and 2047, excluding any additional term for patent term adjustments. ChargePoint cannot be assured that any of its patent applications will result in the issuance of a patent or whether the examination process will require ChargePoint to narrow the scope of the claims sought. ChargePoint’s issued patents, and any future patents issued to ChargePoint, may be challenged, invalidated or circumvented, may not provide sufficiently broad protection and may not prove to be enforceable inactions against alleged infringers.

ChargePoint enters into agreements with its employees, contractors, customers, partners and other parties with which it does business to limit access to and disclosure of its technology and other proprietary information. ChargePoint cannot be certain that the steps it has taken will be sufficient or effective to prevent the unauthorized access, use, copying or the reverse engineering of ChargePoint’s technology and other proprietary information, including by third-parties who may use its technology or other proprietary information to develop products and services that compete with ChargePoint’s. Moreover, others may independently develop technologies that are competitive with ChargePoint or that infringe on, misappropriate or otherwise violate its intellectual property and proprietary rights, and policing the unauthorized use of ChargePoint’s intellectual property and proprietary rights can be difficult. The enforcement of ChargePoint’s intellectual property and proprietary rights also depends on any legal actions ChargePoint may bring against any such parties being successful, but these actions are costly, time-consuming and may not be successful, even when ChargePoint’s rights have been infringed, misappropriated or otherwise violated.

ChargePoint intends to continue to regularly assess opportunities for seeking patent protection for those aspects of its technology, designs and methodologies that ChargePoint believes provide it with a meaningful competitive advantage. However, ChargePoint’s ability to do so may be limited until such time as it is able to generate cash flow from operations or otherwise raise sufficient capital to continue to invest in ChargePoint’s intellectual property. For example, maintaining patents in the United States and other countries requires the payment of maintenance fees which, if ChargePoint is unable to pay, may result in loss of its patent rights. If ChargePoint is unable to pay these maintenance fees, its ability to protect its intellectual property or prevent others from infringing its proprietary rights may be impaired.

Human Capital Resources

As of January 31, 2026, ChargePoint had approximately 1,440 worldwide employees. ChargePoint’s talent is the foundation of its success. ChargePoint strives to become the employer of choice within its industry, facilitating the transition to electric mobility by placing its talent at the heart of its success. To achieve this mission, ChargePoint aims to develop its individual, team and leadership capabilities, attract the best talent from a range of backgrounds, retain its talent through a variety of means including competitive rewards and benefits, creating a winning culture, and engaging its talent by building a culture of feedback, inclusion and recognition. Key focus and investment areas to achieve this goal include, among others, inclusion, emphasis on ethical business practices, and employee safety and wellness.

Inclusion. ChargePoint believes that by cultivating an inclusive workforce where employees can bring a variety of thought, background and experiences, ChargePoint will ultimately drive better business outcomes and drive value for the organization and customers. This commitment includes adopting policies and other initiatives designed to provide equal access to, and participation in, equal employment opportunities, programs, and services. ChargePoint's Compensation and Organizational Development Committee of its Board of Directors reviews and provides feedback on ChargePoint's inclusion initiatives.

Ethical Business Practices. ChargePoint also fosters a strong corporate culture that promotes high standards of ethics and compliance for its business, including policies that set forth principles to guide employees, executives, and directors, such as its Code of Business Conduct and Ethics. In addition, ChargePoint has joined the Responsible Business Alliance (RBA) and adopted its Supplier Code of Conduct, which emphasizes business ethics in its supply chain through audit and oversight programs focused on promoting ethical and sustainable labor, health and safety, and environmental business practices. ChargePoint also maintains a whistleblower policy and anonymous hotline for the confidential reporting of any suspected policy violations or unethical business conduct on the part of its businesses, employees, executives, directors, or vendors.

Employee Safety and Wellness. ChargePoint provides various health and wellness resources to help its employees maintain and improve their well-being. In addition to health, medical and dental benefits, ChargePoint offers all employees access to several wellness offerings which provide a variety of mental and physical health solutions, therapy and coaching sessions, fertility, family forming and pregnancy support, virtual baby care, and mobile access to doctors.

Compensation and Benefits. ChargePoint offers competitive salaries and benefits programs such as medical, dental, and vision insurance, health and dependent care flexible spending accounts, a 401(k) plan, health savings account, life insurance, accidental death and dismemberment insurance, short-term and long-term disability insurance, and commuter benefits. Employees are also eligible to participate in its Employee Stock Purchase Program and discretionary equity awards program. ChargePoint designs its employee benefits programs to be competitive in relation to the market. ChargePoint adjusts its employee benefits programs as needed to retain key talent based upon regular monitoring of applicable laws and practices and the competitive market. In structuring these benefit programs, ChargePoint seeks to provide an aggregate level of benefits that are comparable to those provided by similar companies.

Available Information

The Company's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are made available free of charge on ChargePoint's website, investors.chargepoint.com as soon as reasonably practicable after they are electronically filed with or furnished to the Securities and Exchange Commission ("SEC"). In addition, the SEC maintains an internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC at www.sec.gov.

Item 1A. Risk Factors.

An investment in ChargePoint's securities involves a high degree of risk. You should carefully consider the risks described below before making an investment decision. ChargePoint's business, prospects, financial condition, or operating results could be harmed by any of these risks, as well as other risks not known to ChargePoint or that it considers immaterial as of the date of this annual report on Form 10-K (the "Annual Report"). The trading price of ChargePoint's securities could decline due to any of these risks, and, as a result, you may lose all or part of your investment.

Summary of Principal Risks Associated with ChargePoint's Business

- ChargePoint operates in the early-stage market of electric vehicle ("EV") adoption and has a history of losses and negative cash flows from operating activities, and expects to incur significant expenses and continuing losses for the near term.
- ChargePoint operates in a dynamic and rapidly evolving industry. If it fails to manage growth effectively, its business, operating results and financial condition could be adversely affected.
- ChargePoint's success depends on ChargePoint's ability to improve its financial and operational performance and execute its business strategy.
- ChargePoint's future growth and success is highly dependent upon the continuing adoption of EVs for passenger and fleet applications.

- ChargePoint currently faces intense competition and expects to face significant competition in the future as the market for EV charging develops.
- If ChargePoint is unable to accurately anticipate market demand for its products, ChargePoint may have difficulty managing its production and inventory and ChargePoint's operating results could be harmed.
- ChargePoint relies on a third-party channel partner network of distributors and resellers to generate a substantial amount of its revenue, and failure on the part of ChargePoint to continue to develop and expand this network may have an adverse impact on its business and prospects for growth.
- Failure to effectively expand ChargePoint’s sales and marketing capabilities could harm its ability to increase its customer base and achieve broader market acceptance of its solutions.
- Adverse economic conditions or reduced spending by ChargePoint’s customers may adversely impact its business.
- Supply chain disruptions, component shortages, increased tariffs, manufacturing interruptions or delays could adversely affect ChargePoint’s ability to meet customer demand, lead to higher costs, and adversely affect ChargePoint’s business and results of operations.
- ChargePoint relies on a limited number of suppliers and manufacturers for its charging stations. A loss of any of these partners could negatively affect its business.
- ChargePoint’s business is subject to risks associated with construction, cost overruns and delays, and other contingencies that may arise in the course of completing installations, and such risks may increase in the future as ChargePoint expands the scope of such services with other parties.
- If ChargePoint is unable to attract and retain key employees and hire qualified management, technical engineering and sales personnel, its ability to compete and successfully grow its business would be harmed.
- ChargePoint has expanded operations internationally, particularly in Europe, which will expose it to additional tax, compliance, market and other risks.
- ChargePoint’s future revenue growth will depend in significant part on its ability to increase sales of its products and services to fleet operators.
- Acquisitions or strategic investments could be difficult to identify and integrate, divert the attention of key management personnel, disrupt ChargePoint’s business, dilute stockholder value and adversely affect its results of operations and financial condition.
- The EV market currently benefits from the availability of rebates, tax credits and other financial incentives from governments, utilities and others to offset the purchase or operating costs of EVs and EV charging stations. The reduction, modification, or elimination of such benefits could cause reduced demand for EVs and EV charging stations, which would adversely affect ChargePoint’s financial results.
- ChargePoint’s business may be adversely affected if it is unable to protect its technology and intellectual property from unauthorized use by third parties.
- ChargePoint is highly reliant on its networked charging solution and information technology systems and data, and those of its service providers and component suppliers; any of these systems and data may be subject to cyber-attacks, service disruptions or other security incidents, which could result in data breaches, loss or interruption of services, intellectual property theft, claims, litigation, regulatory investigations, significant liability, reputational damage and other adverse consequences.
- Computer malware, viruses, ransomware, hacking, phishing attacks and similar disruptions could result in security and privacy breaches and interruption in service, which could harm ChargePoint’s business.
- Future sales of ChargePoint’s common stock (“Common Stock”) in the public market, or the perception that such sales may occur, could reduce ChargePoint’s stock price, and any conversions of the 2028 Convertible Notes will, and any additional capital raised through the sale of equity or any future convertible securities ChargePoint may issue could, dilute existing stockholders’ ownership.
- ChargePoint has entered into the 2025 Credit Agreement, which imposes certain restrictions on its business and operations that may affect its ability to operate its business and make payments on its indebtedness.
- ChargePoint may need to raise additional funds to support its operations and these funds may not be available when needed or may not be available on terms that are favorable to ChargePoint.

- ChargePoint has incurred substantial indebtedness that may decrease its business flexibility, access to capital, and/or increase its borrowing costs, and ChargePoint may still incur substantially more debt, which may adversely affect its operations and financial results.
- ChargePoint has never paid cash dividends on its capital stock and does not anticipate paying dividends in the foreseeable future.
- The price of ChargePoint's Common Stock may be subject to wide fluctuations and purchasers of ChargePoint's Common Stock could incur substantial losses.

Risks Related to ChargePoint's Business

ChargePoint operates in the early-stage market of EV adoption and has a history of losses and negative cash flows from operating activities, and expects to incur significant expenses and continuing losses for the near term.

ChargePoint incurred net losses of $220.2 million, $277.1 million, and $457.6 million for the fiscal years ended January 31, 2026, 2025, and 2024, respectively. As of January 31, 2026 and 2025, ChargePoint had an accumulated deficit of $2,111.6 million and $1,891.4 million, respectively. ChargePoint incurred negative cash flows from operating activities of $62.8 million, $146.9 million, and $328.9 million, respectively, for the fiscal years ended January 31, 2026, 2025, and 2024, respectively.

ChargePoint believes it will continue to incur significant operating expenses and net losses in future quarters for the near term. There can be no assurance that it will be able to achieve or maintain profitability in the future. ChargePoint's potential profitability is particularly dependent upon the continued adoption of EVs by consumers and fleet operators and the widespread adoption of electric fleets and other electric transportation modalities, each of which are still in the early stages of widespread adoption and may not occur with the volume and timing that ChargePoint expects. For instance, the North American EV market has recently suffered a substantial decline in the sale of new EVs since the termination of the $7,500 U.S. federal tax credit in September 2025, resulting in quarterly declines of new EVs sold as compared to the same quarters in the prior year. Any prolonged decrease in demand for new EVs or networked charging systems ("Networked Charging Systems"), or any delays in discretionary purchases of EV infrastructure, such as charging stations, by commercial, fleet or residential consumers may result in slowing growth or decreased revenue for ChargePoint which may adversely affect its gross margins and could materially adversely affect ChargePoint's business and results of operations.

ChargePoint operates in a dynamic and rapidly evolving industry. If it fails to manage growth effectively, its business, operating results and financial condition could be adversely affected.

ChargePoint operates in the evolving EV mobility industry that is characterized by rapid and unpredictable shifts in technological innovation and leaders, intense competition, changing EV adoption rates and customer preferences, evolving and shifting production and manufacturing plans from EV manufacturers and frequent introductions of new products, technologies, and services. ChargePoint may not be able to adapt to the dynamic nature of the evolving EV mobility industry, sustain the pace of improvements to its products successfully, manage its growth successfully or implement systems, processes, and controls in an efficient or timely manner or in a manner that does not negatively affect the results of its operations. The growth and expansion of its business has placed and continues to place a significant strain on management, operations, financial infrastructure and corporate culture.

To manage expansion in operations and personnel, ChargePoint will need to continue to improve its operational, financial and management controls and reporting systems and procedures. Failure to manage growth effectively could result in difficulty or delays in attracting new customers, declines in quality or customer satisfaction, increases in costs, difficulties in introducing new products and services or enhancing existing products and services, loss of customers, inability to retain or hire new employees effectively, information security vulnerabilities or other operational difficulties, any of which could adversely affect its business performance and operating results.

In the event of further growth, ChargePoint must continue to improve and expand its information technology and financial infrastructure, security and compliance requirements, operating and administrative systems, relationships with various partners and other third parties, and its ability to manage headcount and processes in an efficient manner to manage its growth effectively. ChargePoint's information technology systems and ChargePoint's internal control over financial reporting and procedures may not be adequate to support its operations and may introduce opportunities for data security incidents that may interrupt business operations and permit bad actors to obtain unauthorized access to business information or misappropriate funds. ChargePoint may also face risks to the extent such bad actors infiltrate the information technology infrastructure of its contractors.

ChargePoint has encountered, and will continue to encounter, risks and uncertainties frequently experienced by growing companies in evolving industries. In addition, ChargePoint's future growth rate is subject to a number of uncertainties, such as general economic and market conditions. In particular, ChargePoint has limited experience operating its business at its current scale under economic conditions characterized by high inflation, imposition of domestic and foreign tariffs, or in recessionary or uncertain economic environments. General economic and market conditions, consumer preferences, market demand, governmental and legislative initiatives or lack thereof, may diminish the rate of EV adoption or result in delays by EV manufacturers to transition their manufacturing to mostly or exclusively electric vehicles or cause EV manufacturers to eliminate their plans to transition to predominately EV manufacturing, and if such factors exist or persist, the demand for ChargePoint's products and services could be adversely affected. If ChargePoint's assumptions regarding these risks and uncertainties are incorrect or change in reaction to changes in the market or the economy, or if ChargePoint does not address these risks successfully, ChargePoint's results of operations could differ materially from its expectations, and ChargePoint's business, results of operations, and financial condition would be adversely affected.

ChargePoint's success depends on ChargePoint's ability to improve its financial and operational performance and execute its business strategy.

If ChargePoint fails to implement its business strategy, its financial condition and results of operations could be adversely affected. ChargePoint's future financial performance and success depend in large part on its management team's ability to successfully implement its business strategy. ChargePoint's management team may not successfully implement its business strategy or be able to continue improving ChargePoint's operating results. In particular, ChargePoint's management team may not be able to successfully execute ongoing, or any future, operational efficiency programs or operating cost savings initiatives, customer satisfaction and product performance initiatives or implement ChargePoint's strategic software platform initiatives. Implementation of ChargePoint's business strategy may be impacted by factors outside of its control, including competition, national and international automotive industry trends, component price fluctuations, industry, legal and regulatory changes or developments and general economic and political conditions. Furthermore, ChargePoint may decide to alter or discontinue certain aspects of its business strategy at any time. Any failure on the part of ChargePoint's management team to successfully implement ChargePoint's business strategy could adversely affect its financial condition and results of operations.

ChargePoint currently faces intense competition and expects to face significant competition in the future as the market for EV charging develops.

The EV charging market is relatively new and competition is still developing. Generally, ChargePoint competes with manufacturers of non-networked hardware charging systems, software providers that offer solutions to access and manage non-networked hardware charging systems, and charge point operators ("CPOs") or auto OEMs that acquire access to sites and leverage first or third-party hardware and software to build out charging infrastructure to sell energy. Large early-stage markets require early engagement across verticals and customers to gain market share, and ongoing effort to scale channels, installers, teams and processes. In Europe particularly, some customers require solutions not yet available and ChargePoint's entrance into Europe requires establishing itself against existing competitors. In addition, there are multiple competitors in North America and Europe with limited funding, which could cause poor user experiences, hampering overall EV adoption or trust in any particular provider.

There are other means for charging EVs, which could affect the level of demand for onsite charging capabilities at businesses. In addition to competition from established EV charging station network providers, third-party contractors can provide basic electric charging capabilities to potential customers seeking to have on-premises EV charging capability or individual customers seeking home charging. Finally, many EV charging manufacturers, including ChargePoint, are offering home charging equipment, which could reduce demand for commercial charging capabilities of potential customers and reduce the demand for commercial charging capabilities if EV owners find charging at home to be sufficient.

Further, ChargePoint's current or potential competitors may be acquired by third-parties with greater available resources, may have ready access to the capital markets for additional funding, or may operate in lower cost manufacturing or development geographies, such as Asia or Latin America. As a result, competitors may be able to respond more quickly and effectively than ChargePoint to new or changing opportunities, technologies, standards or customer requirements and may have the ability to initiate or withstand substantial price competition. ChargePoint's competitors, either as the result of such competitor's market position, available human and capital resources advantages or industrial scale may be able to influence EV adoption or the overall market for EV charging, in both North America and Europe. In addition, competitors may in the future establish cooperative relationships with vendors of complementary products, technologies or services to increase the availability of their solutions in the marketplace. This competition may also materialize in the form of costly intellectual property disputes or litigation involving ChargePoint. If ChargePoint fails to compete with third-parties with greater available resources, is unable to successfully influence state, local and federal governmental policies with respect to the EV charging market like its competitors or successfully partner with cooperative industry efforts in the EV charging market, its growth and revenue will be limited which would adversely affect its business and results of operations.

New competitors or alliances may emerge in the future that have greater market share, more widely adopted proprietary technologies, greater marketing expertise and greater financial resources, which could put ChargePoint at a competitive disadvantage. Future competitors could also be better positioned to serve certain sectors of ChargePoint's current or future target markets, which could create price pressure, in North America and Europe. In light of these factors, even if ChargePoint believes its offerings are more effective and higher quality than those of its competitors, current or potential customers may purchase its competitor's solutions if they are less expensive or more widely available. If ChargePoint fails to adapt to changing market conditions or compete successfully with existing EV charging station providers or new competitors, its growth and revenue will be limited which would adversely affect its business and results of operations.

ChargePoint's business, operating efficiency and competitive position may be adversely affected if it does not successfully identify, develop, integrate and deploy artificial intelligence and other advanced automation technologies in a timely, effective and compliant manner.

The EV charging industry, energy infrastructure markets and enterprise software ecosystems in which ChargePoint operates are experiencing rapid technological change, including increased adoption of artificial intelligence ("AI"), machine learning, advanced analytics and automation across product development, network operations, customer support, billing, fraud detection, cybersecurity, manufacturing, logistics and other business processes. To remain competitive and operate efficiently at scale, ChargePoint may need to incorporate such technologies into its products, services and internal systems. Failure to do so could place ChargePoint at a competitive disadvantage, reduce operating efficiency, increase costs, limit the functionality or performance of its solutions, or impair its ability to meet customer, regulatory or partner expectations.

ChargePoint has implemented, and intends to implement in the future, initiatives to deploy AI technologies, agentic AI solutions and AI-enabled capabilities in its ChargePoint Platform, eMSP driver application, customer support solutions and in internal enterprise systems. However, successfully adopting and implementing AI technologies involves significant operational, technical, financial and organizational challenges, including assessing appropriate use cases; ensuring data quality, availability and governance; integrating

AI-enabled capabilities into legacy systems and complex workflows; managing dependencies on third-party technology providers; recruiting and retaining specialized personnel; and establishing appropriate oversight, controls and risk management processes. ChargePoint may incur substantial costs and devote significant management attention to these efforts, and AI-related initiatives may not be completed on schedule, operate as intended or deliver anticipated benefits. In addition, evolving cybersecurity, data privacy, regulatory and stakeholder requirements may constrain or delay deployment or require costly modifications. If ChargePoint is unable to successfully implement AI-enabled capabilities while competitors or partners do so more effectively, it may experience reduced demand for its solutions, pricing pressure, loss of market share, higher operating costs, reduced margins or slower growth, any of which could adversely affect its business, results of operations and financial condition.

If ChargePoint is unable to accurately anticipate market demand for its products, ChargePoint may have difficulty managing its production and inventory and ChargePoint's operating results could be harmed.

ChargePoint derives a substantial portion of its overall revenue from the sale of its Networked Charging Systems. ChargePoint believes the penetration of EVs in the United States and Europe is heavily reliant on EV availability, consumer adoption of EVs, the availability and reliability of EV infrastructure and government mandates and incentive programs tied to EV adoption. Any sustained downturn in demand for EVs or EV infrastructure, such as decreased demand in EV charging stations, would harm ChargePoint’s business. For example, increased interest rates, an overall slowdown in economic activity, a recession or the possibility of a recession in the United States or Europe, elimination of government mandates and incentive programs, and increased tariffs, especially those targeted at the automotive industry may decrease the overall demand for EVs or EV infrastructure such as ChargePoint’s Networked Charging Systems. For instance, the North American EV market has recently suffered a substantial decline in the sale of new EVs since the termination of the $7,500 U.S. federal tax credit in September 2025, resulting in quarterly declines of new EVs sold as compared to the same quarters in the prior year. Any prolonged decrease in demand for new EVs or Networked Charging Systems, or any delays in discretionary purchases of EV infrastructure, such as charging stations, by commercial, fleet or residential consumers may result in slowing growth or decreased revenue for ChargePoint which may adversely affect its gross margins and could materially adversely affect ChargePoint’s business and results of operations.

ChargePoint seeks to maintain sufficient levels of inventory in order to avoid supply interruptions and keep sufficient amounts of finished products on hand while also avoiding accumulating excess inventory which increases working capital needs and lowers gross margin. In recent quarters, ChargePoint has maintained elevated levels of inventory, and ChargePoint is also preparing for the introduction of its next generation AC and DC Networked Charging System models, which increases the complexity of inventory management and heightens the risk that certain existing products or components may become excess, obsolete, or subject to inventory write-downs. To ensure adequate inventory supply and manage ChargePoint's operations with its third-party manufacturers and suppliers, ChargePoint forecasts material requirements and demand for its products in order to predict future inventory needs and then places orders with its suppliers based on these predictions. ChargePoint's ability to accurately forecast demand for its products could be negatively affected by many factors, including rapid or slowing growth, failure to accurately manage ChargePoint's expansion strategy, new product introductions by ChargePoint or its competitors, an increase or decrease in customer demand for ChargePoint products, ChargePoint's failure to accurately forecast customer acceptance of new products, unanticipated changes in general market conditions or regulatory matters, and the weakening of economic conditions or consumer confidence in future economic conditions. The introduction of new AC and DC products may further increase these risks, as demand for legacy products may decline more rapidly than anticipated, channel partners or customers may delay purchases in anticipation of newer offerings, or certain components or finished goods may not be usable across product generations. In addition, the majority of ChargePoint’s products are sold through its channel partners, distributors and resellers and, as a result, ChargePoint is highly reliant on the sales forecasting, sell-through activities and inventory management of its channel partners. If ChargePoint’s channel partners are not effective or efficient in forecasting sales, or sales of particular products, or managing their inventory levels or sell-through expectations then ChargePoint’s management of inventory levels, sales forecasts and parts ordering may be adversely affected which may harm ChargePoint’s financial conditions and results of operations.

Inventory levels in excess of customer demand may result in a portion of ChargePoint's inventory becoming obsolete, as well as inventory write-downs or write-offs. Conversely, if ChargePoint underestimates customer demand for its products or its own requirements for components, sub-assemblies, and materials, ChargePoint's third-party manufacturers and suppliers may not be able to deliver components, sub-assemblies, and materials to meet ChargePoint's standards, lead times or requirements, which could result in inadequate inventory levels or interruptions, delays, or cancellations of deliveries to ChargePoint's customers, any of which would damage its reputation, customer relationships, and business. In addition, components, sub-assemblies, and materials incorporated into ChargePoint products may require lengthy order lead times. As a result, additional supplies or materials may not be available on terms that are acceptable to ChargePoint or at all, and ChargePoint's third-party manufacturers and suppliers may not be able to allocate sufficient capacity in order to meet ChargePoint's increased requirements, any of which could have an adverse effect on ChargePoint’s ability to meet customer demand for its products and results of operations. ChargePoint has in the past experienced fluctuating demand for certain product lines which led to excess inventory that caused ChargePoint to write down, sell at prices lower than expected or discard such inventory and similar outcomes could occur in the future. If ChargePoint is not successful in managing its inventory, ChargePoint's business, financial condition and results of operations could be adversely affected.

ChargePoint relies on a third-party channel partner network of distributors and resellers to generate a substantial amount of its revenue and failure on the part of ChargePoint to continue to develop and expand this network may have an adverse impact on its business and prospects for growth.

ChargePoint's success is dependent in part upon establishing and maintaining relationships with a variety of channel partners that it utilizes to extend its geographic reach and market penetration, particularly in the United States. ChargePoint uses a two-tiered, indirect fulfillment model whereby ChargePoint sells its products and services to its distributors, which in turn sell to resellers, which then sell to end users. ChargePoint refers to these end users as customers. ChargePoint anticipates that it will continue to rely on this two-tiered sales model in order to help facilitate sales of ChargePoint's products and to grow its business internationally. In the fiscal years ended January 31, 2026, 2025, and 2024, ChargePoint derived a majority of its billings from products and subscriptions sold through channel partners.

ChargePoint's agreements with its channel partners are non-exclusive and do not prohibit them from working with ChargePoint's competitors or offering competing solutions, and some of ChargePoint's channel partners may have more established relationships with ChargePoint's competitors. Similarly, ChargePoint's channel partners have no obligations to renew their agreements with ChargePoint on commercially reasonable terms or at all, and certain of the agreements governing these relationships may be terminated by either party at any time, with no or limited notice. Further, in May 2025, ChargePoint announced a strategic partner relationship with Eaton Corporation ("Eaton"), an industry leading power management company, to facilitate sales and distribution of ChargePoint's products and services through Eaton's channel network, as well as collaborate on new product development to optimize value to end users. The utilization of the Eaton's channel network may result in higher concentration of a material amount of channel sales through Eaton's network, with ChargePoint continuing to maintain relationships with channel distributors, including in training and sales support. If ChargePoint fails to execute or perform its obligations under the strategic relationship or Eaton fails to meet its sales targets, execute marketing strategies, or successfully execute sales processes, ChargePoint's reputation, customer relationships, revenue and financial performance could be adversely affected.

If ChargePoint's channel partners choose to place greater emphasis on products of their own or those offered by ChargePoint's competitors or as a result of an acquisition, competitive factors, ChargePoint's strategic channel partnership, or for other reasons do not continue to market and sell ChargePoint's solutions in an effective manner or at all, ChargePoint's ability to grow its business and sell its products may be adversely affected. In addition, ChargePoint's failure to recruit additional channel partners, or any reduction or delay in their sales of ChargePoint solutions and subscriptions, including because of economic uncertainty, or due to conflicts between channel sales and ChargePoint's direct sales force may harm ChargePoint's results of operations. Finally, even if ChargePoint is successful in establishing and maintaining relationships with channel partners, these relationships may not result in greater customer usage of ChargePoint's solutions and professional services or increased revenue.

Failure to effectively expand ChargePoint's sales and marketing capabilities could harm its ability to increase its customer base and achieve broader market acceptance of its solutions.

ChargePoint's ability to grow its customer base, achieve broader market acceptance, grow revenue, and achieve and sustain profitability will depend, to a significant extent, on its ability to effectively expand its sales and marketing operations and activities. Sales and marketing expenses represent a significant percentage of ChargePoint's total revenue, and its operating results will suffer if sales and marketing expenditures do not contribute significantly to increasing revenue. ChargePoint is substantially dependent on its channel partners and direct sales force to obtain new customers. ChargePoint must expend considerable time, effort and cost to train and support its channel partners' sales forces and there is no guarantee that such efforts will be successful or result in an increase of sales of ChargePoint products or an increase in its revenues. If ChargePoint is unable to successfully train and develop the sales forces of its channel partners, including its strategic channel partnership, or if ChargePoint fails to adequately execute on such arrangements, ChargePoint's revenues may suffer which would adversely affect its business and results of operations.

Additionally, ChargePoint may not be able to recruit, hire and retain a sufficient number of sales personnel, which may adversely affect its ability to expand its sales capabilities. New hires require significant training and time before they achieve full productivity, particularly in new sales territories. Recent hires and planned hires may not become as productive as quickly as anticipated and ChargePoint may be unable to hire or retain sufficient numbers of qualified individuals. Furthermore, hiring sales personnel in new countries can be costly, complex and time-consuming, and requires additional set up and upfront costs that may be disproportionate to the initial revenue expected from those countries. There is significant competition for direct sales personnel with strong sales skills and technical knowledge. ChargePoint's ability to achieve significant revenue growth in the future will depend, in large part, on its success in recruiting, training, incentivizing and retaining a sufficient number of qualified direct sales personnel and on such personnel attaining desired productivity levels within a reasonable amount of time. ChargePoint's business will be harmed if continuing investment in its sales and marketing capabilities does not generate a significant increase in revenue.

Adverse economic conditions or reduced spending by ChargePoint's customers may adversely impact its business.

ChargePoint's business depends on the economic health of its current and prospective customers and overall demand for EV charging infrastructure. In addition, the purchase of ChargePoint products and services is often discretionary and typically involves a significant commitment of capital and other resources. The United States, the European Union ("EU"), and the United Kingdom have experienced recently higher levels of inflation. In response, and due to recession fears, the U.S. Federal Reserve, the European Central Bank, and the Bank of England have in the past raised and have indicated they may maintain higher interest rates and implement fiscal policy interventions. While these interventions have resulted in lowering inflation in recent quarters, there is no guarantee that these measures will maintain lower inflation and it may be necessary for central banks to increase interests rates again in the future in the event high levels of inflation resume. These actions may also reduce economic growth rates, create a recession, and have other similar effects.

In February 2026, the United States Supreme Court issued a ruling striking down certain tariffs previously imposed under the International Emergency Economic Powers Act (“IEEPA”). Following the Supreme Court’s decision, the U.S. federal government announced its intention to implement new tariffs and surcharges of up to 15% on imports from many of the same countries previously subject to IEEPA under separate authority, including Section 122 of the Trade Act of 1974. There remains substantial uncertainty regarding the duration of existing and newly announced tariffs and surcharges, potential changes or pauses to such tariffs, tariff levels, and whether further additional tariffs or other retaliatory actions may be imposed, modified, or suspended, and the impacts of such actions on ChargePoint’s business. Trade restrictions and increased tariffs between the United States and countries like Canada, Mexico, China and members of the EU may result in adverse economic conditions, increase the costs of goods sold and result in a recession or the threat of a recession. For example, the United States automotive manufacture industry is particularly sensitive to the impact of tariffs on the increased costs of manufacturing and selling vehicles, which may result in substantial increases to the cost of vehicles to consumers, including EVs. Because ChargePoint is substantially reliant on the increased adoption and sales of new EVs, if there is any downturn in the sales of EVs or consumers reduce their purchases of new EVs, either because the vehicles are more expensive or as the result of a general downturn in the overall economy, ChargePoint’s customers may reduce their need for EV infrastructure development and ChargePoint’s business, financial results and results of operations may be harmed.

A downturn in macroeconomic conditions, including a resumption in the rise of inflation and interest rates; increases or changes in U.S. or global tariff policies and programs and any corresponding supply chain disruptions; global political and economic uncertainty; geopolitical tensions, such as the ongoing Russia-Ukraine conflict, ongoing conflicts in the Middle East involving the United States, Iran, Israel and other Gulf States and conflict or sanctions between the United States and China; a lack of availability of credit; financial services sector instability; a reduction in business confidence and activity; and other factors have in the past, and may in the future, negatively affect the industries to which ChargePoint sells its products and services. ChargePoint’s customers may suffer from reduced operating budgets, which could cause them to defer, reduce, or forego purchases of ChargePoint’s products or services. Moreover, competitors may respond to market conditions by lowering prices, which may make the prices for ChargePoint’s products and services less competitive or cause ChargePoint to reduce its prices, which in turn may reduce ChargePoint’s gross margins and adversely affect ChargePoint’s growth. Uncertainty about global and regional economic conditions, a downturn in the sale or delivery of EVs, or a reduction in EV infrastructure spending even if economic conditions are stable, could adversely impact ChargePoint’s business, financial condition, and results of operations.

Supply chain disruptions, component shortages, increased tariffs, manufacturing interruptions or delays could adversely affect ChargePoint’s ability to meet customer demand, lead to higher costs, and adversely affect ChargePoint’s business and results of operations.

ChargePoint depends on the timely supply of materials, services and related products to meet the demands of its customers, which depends in part on the timely delivery of materials and services from suppliers and contract manufacturers. Significant or sudden increases in demand for EV charging stations, as well as worldwide demand for the raw materials and services that ChargePoint requires to manufacture and sell EV charging stations, including component parts, may result in a shortage of such materials or may cause shipment delays due to transportation interruptions or capacity constraints. Such shortages or delays could adversely impact ChargePoint’s suppliers’ ability to meet ChargePoint’s demand requirements.

Disruptions in the manufacturing, delivery and overall supply chain of EV manufacturers and suppliers have in the past and may in the future result in additional costs and, to a lesser extent, component shortages, and have led to fluctuations in EV sales in markets around the world. Increased demand for personal electronics and trade restrictions that affect raw materials have contributed in the past and may in the future result in a shortfall of components and supplies, such as semiconductor chips, which has caused supply challenges both within and outside of ChargePoint’s industry. Supply chain challenges, component shortages and heightened logistics costs have previously adversely affected ChargePoint’s gross margins and may do so again in the future. ChargePoint may need to incur additional costs to expedite delivery of components and replacement parts used in charging stations or in providing installation or maintenance services or to proactively increase inventory. In the event ChargePoint is required to take such actions, ChargePoint may need to raise its prices, impose surcharges or other fees or refuse to negotiate discounts.

ChargePoint may also experience significant interruptions of its manufacturing operations, delays in its ability to deliver products, or increased costs as a result of:

- the failure or inability to accurately forecast demand and obtain sufficient quantities of components, materials or replacement parts on a cost-effective basis;
- volatility in the availability and cost of materials or services, including rising prices due to inflation, imposition of tariffs, sanctions or any trade wars with countries that are critical to ChargePoint’s supply chain or contract manufacturing partners such as Mexico, China and Taiwan;
- shipment delays due to transportation interruptions or capacity constraints, such as reduced availability of air, shipping or ground transport or port closures;

- information technology or infrastructure failures, including those of a third party supplier or service provider;
- difficulties or delays in obtaining required import or export approvals;
- natural disasters or other events beyond ChargePoint's control (such as earthquakes, utility interruptions, tsunamis, hurricanes, typhoons, floods, storms or extreme weather conditions, fires, regional economic downturns, regional or global health epidemics); and
- geopolitical turmoil, including the ongoing Ukraine-Russia conflict and ongoing conflicts in the Middle East involving the United States, Iran, Israel and other Gulf States, rising political tensions with China or increased trade restrictions between the United States, Canada, Mexico, Russia, China and other countries, social unrest, political instability, terrorism, or other acts of war which may further adversely impact supply chains, shipping, transportation and logistics disruptions.

In addition to the tariffs, the United States has imposed extensive export controls, targeted primarily at the semiconductor industry, in China. China has in the past and may in the future retaliate to such measures. If China imposes retaliatory tariffs, or if there is a conflict between China and Taiwan, which is a leading producer of semiconductors, there could be further disruption to the semiconductor industry and global supply chains. ChargePoint or the suppliers it procures components from may be unable to manufacture products at prices ChargePoint's customers would accept, or at all. Any inability to pass on future increased costs to customers would put downward pressure on ChargePoint's gross margins and adversely affect ChargePoint's business, results of operations and financial condition. In addition, while ChargePoint has not yet experienced a direct impact to its supply chain due to geopolitical conflicts, ChargePoint may experience an impact in the future due to increased fuel and shipping costs, limited supply of, or tariffs imposed on, components or replacement parts used by ChargePoint in its manufacturing process or the automotive industry in general, and delays caused by changes to global shipping routes and logistics. Such adverse impacts on ChargePoint's supply chain could limit its ability to manufacture and sell its products on a timely and cost-effective basis and adversely affect its gross margins, which could materially adversely affect ChargePoint's business and results of operations.

ChargePoint relies on a limited number of suppliers and manufacturers for its charging stations. A loss of any of these partners could negatively affect its business.

ChargePoint relies on a limited number of suppliers to manufacture its Networked Charging Systems, including in some cases only a single supplier for some products and components. This reliance on a limited number of manufacturers increases ChargePoint's risks, since it does not currently have proven reliable alternatives or replacement manufacturers beyond these key parties. In the event of interruption, including or resulting in a sudden failure by a supplier to meet its obligation, ChargePoint may not be able to increase capacity from other sources or develop alternate or secondary sources without incurring material additional costs and substantial delays. Thus, ChargePoint's business could be adversely affected if one or more of its suppliers is impacted by any interruption at a particular location.

If the demand for EV charging increases, ChargePoint's suppliers and contract manufacturers may not be able to dedicate sufficient supply chain, production or sales channel capacity to keep up with the required pace of charging infrastructure expansion. By relying on contract manufacturing, ChargePoint is dependent upon the manufacturer, whose interests may be different from ChargePoint's. For example, ChargePoint's suppliers and contract manufacturers may have other customers with demand for the same components or manufacturing services and may allocate their resources based on the supplier's or manufacturer's interests or needs to maximize their revenue or relationships with other customers rather than ChargePoint's interest. As a result, ChargePoint may not be able to assure itself that it will have sufficient control over the supply of key components, inventory or finished goods in a timely manner or with acceptable cost and expense, which may adversely affect ChargePoint's revenue, cost of goods and gross margins.

If ChargePoint experiences a significant increase in demand for its charging stations in future periods, or if it needs to replace an existing supplier, it may not be possible to supplement or replace them on acceptable terms, which may undermine its ability to deliver products to customers in a timely manner. For example, it may take a significant amount of time to identify a manufacturer that has the capability and resources to build charging stations in sufficient volume. Identifying suitable suppliers and manufacturers could be an extensive process that requires ChargePoint to become satisfied with such party's quality control, technical capabilities, responsiveness and service, financial stability, regulatory compliance, and labor and other ethical practices. Accordingly, a loss of any significant suppliers or manufacturers could have an adverse effect on ChargePoint's business, financial condition and operating results. In addition, ChargePoint's suppliers or contract manufacturers may face supply chain risks and regulatory constraints of their own, which may impact the availability and pricing of its products to ChargePoint, for instance, in the event such supplier or contract manufacturer becomes subject to tariffs imposed by the United States federal government.

In addition, ChargePoint is subject to requirements under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act") to diligence, disclose and report whether or not its products contain minerals originating from the Democratic Republic of the Congo and adjoining countries, or conflict minerals. ChargePoint will incur additional costs to comply with these disclosure requirements, including costs related to determining the source of any of the relevant minerals and metals used in ChargePoint's products. These requirements could adversely affect the sourcing, availability and pricing of minerals used in the components used in ChargePoint's products. It is also possible that ChargePoint's reputation may be adversely affected if it determines that certain of its products contain minerals not determined to be conflict-free or if it is unable to alter its products, processes or sources of supply to avoid use of such materials. ChargePoint may also encounter end-customers who require that all of the components of the products be certified as conflict-free. If ChargePoint is not able to meet this requirement, such end-customers may choose to purchase products from a different company.

ChargePoint's business is subject to risks associated with construction, cost overruns and delays, and other contingencies that may arise in the course of completing installations, and such risks may increase in the future as ChargePoint expands the scope of such services with other parties.

ChargePoint does not typically install charging stations at customer sites. These installations are typically performed by ChargePoint partners or electrical contractors with an existing relationship with the customer and/or knowledge of the site. The installation of charging stations at a particular site is generally subject to oversight and regulation in accordance with state and local laws and ordinances relating to building codes, safety, environmental protection and related matters, and typically requires various local and other governmental approvals and permits that may vary by jurisdiction. In addition, building codes, accessibility requirements or regulations may hinder EV charger installation because they end up costing the developer or installer more in order to meet the code requirements. Meaningful construction or permitting delays or cost overruns may impact ChargePoint's recognition of revenue in certain cases and/or impact customer relationships, either of which could adversely impact ChargePoint's business and profitability. In addition, the proper preparation, configuration and installation of charging stations requires specialized electrical certifications and skills. If ChargePoint is unable to identify sufficient partners and contractors to satisfy its customers' installation needs, specifically electricians and construction partners with sufficient skill and expertise installing charging stations, it may delay deployment projects or cause its customers to delay making an investment or commitment to purchase charging stations, which may adversely affect ChargePoint's business.

Furthermore, ChargePoint may elect to install charging stations at customer sites or manage contractors, likely as part of offering customers a turnkey solution. Working with contractors may require ChargePoint to obtain licenses or require it or its customers to comply with additional rules, working conditions and other union requirements, which can add costs and complexity to an installation project. In addition, if these contractors are unable to provide timely, thorough and quality installation-related services, customers could fall behind their construction schedules leading to liability of ChargePoint, or cause customers to become dissatisfied with the solutions ChargePoint offers and ChargePoint's overall reputation would be harmed.

If ChargePoint is unable to attract and retain key employees and hire qualified management, technical, engineering and sales personnel, its ability to compete and successfully grow its business would be harmed.

ChargePoint's success depends, in part, on its continuing ability to identify, hire, attract, train and develop and retain highly qualified personnel. The inability to do so effectively would adversely affect its business. ChargePoint's future performance depends on the continuing services and contributions of its senior management to execute on its business plan and to identify and pursue new opportunities and product innovations. The loss of services of senior management, or the ineffective management of any leadership transitions, especially within ChargePoint's sales organization, could significantly delay or prevent the achievement of its development and strategic objectives, which could adversely affect its business, financial condition and operating results.

In recent years, ChargePoint has announced a series of reorganization plans that were independently adopted, including the March 2026 Reorganization described in Part II, Item 9B, "Other Information" and in Note 15, *Subsequent Events* in Part II, Item 8, "Financial Statements" of this Annual Report on Form 10-K, under "March 2026 Reorganization" (collectively, the "Reorganizations"). The Reorganizations were intended to improve operational efficiencies and operating costs and better align ChargePoint's workforce with current business needs, top strategic priorities, and key growth opportunities. ChargePoint may incur additional expenses not currently contemplated due to events associated with the Reorganizations, for example, the Reorganizations may have a future impact on other areas of ChargePoint's liabilities and obligations, which could result in losses in future periods. ChargePoint may not realize, in full or in part, the anticipated benefits and savings from the Reorganizations due to unforeseen difficulties, delays or unexpected costs. If ChargePoint is unable to realize the expected operational efficiencies and cost savings from the Reorganizations, its operating results and financial condition would be adversely affected. In addition, ChargePoint may need to undertake additional workforce reductions or restructuring activities in the future.

Competition for employees can be intense, particularly in Silicon Valley where ChargePoint is headquartered, and the ability to attract, hire and retain employees depends on ChargePoint's ability to provide competitive compensation. In addition, future challenges related to ChargePoint's hybrid work model, Reorganization efforts or workplace practices could lead to attrition and difficulty attracting high-quality employees. ChargePoint may not be able to attract, assimilate, develop or retain qualified personnel in the future, and failure to do so could adversely affect its business, including the execution of its global business strategy.

ChargePoint has expanded operations internationally, particularly in Europe, which will expose it to additional tax, compliance, market and other risks.

ChargePoint's primary operations are in the United States, Europe and India and it maintains contractual relationships with parts and manufacturing suppliers in the Asia-Pacific region, Europe, Mexico and other locations. Managing ChargePoint's international operations requires additional resources and controls, and could subject ChargePoint to risks associated with international operations, including:

- conformity with applicable business customs, including translation into foreign languages and associated expenses;

- lack of availability of government incentives and subsidies;
- challenges in arranging, and availability of, financing for customers;
- potential changes to its established business model;
- challenges posed by an environment of diverse cultures, laws, and customers, and the increased travel, infrastructure, and legal and compliance costs associated with international operations;
- installation challenges;
- differing driving habits and transportation modalities in other markets;
- different levels of demand among commercial, fleet and residential customers;
- compliance with multiple, potentially conflicting and changing governmental laws, regulations, certifications, and permitting processes including environmental, banking, employment, tax, information security, privacy, and data protection laws and regulations such as the EU General Data Protection Regulation ("EU GDPR"), national legislation implementing the same, the United Kingdom Data Protection Act 2018 ("UK GDPR"), and certain other changing requirements for legally transferring data out of the European Economic Area;
- compliance with U.S. and foreign anti-bribery laws including the Foreign Corrupt Practices Act ("FCPA") and the U.K. Anti-Bribery Act of 2020 (the "Anti-Bribery Act");
- compliance with environmental, social, governance and sustainability directives adopted and promulgated by the EU such as the Corporate Sustainability Reporting Directive and Corporate Sustainability Due Diligence Directive when, and if, they become applicable to ChargePoint or its European subsidiaries;
- conforming products to various international regulatory and safety requirements as well as charging and other electric infrastructures;
- difficulty in establishing, staffing and managing foreign operations, including the formation or organization of any works council;
- difficulties in collecting payments in foreign currencies and associated foreign currency exposure;
- restrictions on repatriation of earnings;
- compliance with potentially conflicting and changing laws of taxing jurisdictions and compliance with applicable U.S. tax laws as they relate to international operations, the complexity and adverse consequences of such tax laws, and potentially adverse tax consequences due to changes in such tax laws; and
- regional economic and political conditions, including the outbreak of war or other hostilities.

As a result of these risks, ChargePoint's current expansion efforts and any potential future international expansion efforts may not be successful.

ChargePoint's future revenue growth will depend in significant part on its ability to increase sales of its products and services to fleet operators.

ChargePoint's future revenue growth will depend in significant part on its ability to increase sales of its products and services to fleet operators. The electrification of fleets is an emerging market, and fleet operators may not adopt EVs on a widespread basis and on the timelines ChargePoint anticipates. In addition to the factors affecting the growth of the EV market generally, transitioning to an EV fleet can be costly and capital intensive, which could result in slower than anticipated adoption. The sales cycle could also be longer for sales to fleet operators, as they are often larger organizations, with more formal procurement processes than smaller commercial site hosts. Fleet operators may also require significant additional services and support, and if ChargePoint is unable to provide such services and support, it may adversely affect its ability to attract additional fleet operators as customers. Any failure to attract and retain fleet operators as customers in the future would adversely affect ChargePoint's business and results of operations.

Acquisitions or strategic investments could be difficult to identify and integrate, divert the attention of key management personnel, disrupt ChargePoint's business, dilute stockholder value and adversely affect its results of operations and financial condition.

As part of ChargePoint's business strategy, ChargePoint has made and may in the future make acquisitions of, or investments in, businesses, services or technologies that are complementary to its existing business. The process of identifying and consummating acquisitions and investments and the subsequent integration of new assets and businesses into ChargePoint's own business, requires attention from management and could result in a diversion of resources from its existing business, which in turn could have an adverse effect on its operations. Acquired assets or businesses may not generate the expected financial results. Acquisitions or investments could also result in the use of cash, potentially dilutive issuances of equity securities, the occurrence of goodwill impairment charges, amortization expenses for other intangible assets and exposure to potential unknown liabilities of the acquired business or investment. ChargePoint may also incur costs and management time on transactions that are ultimately not completed. In addition, ChargePoint's due diligence may fail to identify all of the problems, liabilities or other shortcomings or challenges of an acquired business, product, technology or investment, including issues related to intellectual property, product quality or product architecture, regulatory compliance practices, revenue recognition or other accounting practices or issues with employees or customers.

ChargePoint's acquisitions or investments may not ultimately strengthen its competitive position or achieve its goals and business strategy; ChargePoint may be subject to claims or liabilities assumed from an acquired company, product or technology; acquisitions or investments ChargePoint completes could be viewed negatively by its customers, investors and securities analysts; and ChargePoint may incur costs and expenses necessary to address an acquired company's failure to comply with laws and governmental rules and regulations. Additionally, ChargePoint may be subject to litigation or other claims in connection with the acquired company, including claims from terminated employees, former stockholders or other third parties, which may differ from or be more significant than the risks ChargePoint's business faces for similar litigation or other claims. An acquired company may also need to implement or improve its controls, procedures and policies, and ChargePoint may face risks associated if any of those controls, procedures or policies are insufficiently effective. ChargePoint may also face retention or cultural challenges associated with integrating employees from the acquired company into its organization. If ChargePoint is unsuccessful at integrating acquisitions or investments in a timely manner, the revenue and operating results of the combined company could be adversely affected. Any integration process may require significant time and resources, which may disrupt ChargePoint's ongoing business and divert management's attention, and ChargePoint may not be able to manage the integration process successfully or in a timely manner. ChargePoint may not successfully evaluate or utilize the acquired technology or personnel, realize anticipated synergies from the acquisition or investment, or accurately forecast the financial impact of an acquisition or investment transaction or the related integration of such acquisition or investment, including accounting charges and any potential impairment of goodwill and intangible assets recognized in connection with such transaction. ChargePoint may have to pay cash, incur debt, or issue equity or equity-linked securities to pay for any acquisitions or investments, each of which could adversely affect its financial condition or the market price of its Common Stock. Furthermore, the sale of equity or issuance of equity-linked debt to finance any such transaction could result in dilution to ChargePoint's stockholders. The occurrence of any of these risks could harm ChargePoint's business, operating results and financial condition.

ChargePoint's business is subject to risks associated with natural disasters, global epidemics, health pandemics and the adverse effects associated with climate change, including earthquakes, wildfires, or other types of natural disasters or resource shortages, including public safety power shut-offs that have occurred and may continue to occur in California, the effects of which could disrupt and harm its operations and those of ChargePoint's customers.

ChargePoint faces risks related to global epidemics and health pandemics, like what was experienced worldwide during the COVID-19 pandemic, which may create significant volatility in the global economy and may have a long-lasting adverse impact on ChargePoint and its industry. For instance, such epidemics have in the past caused and may in the future cause local, regional or national governments to implement measures to contain pandemic risks, such as travel restrictions, quarantines, shelter in place orders or business shutdowns. Any of these measures, as was experienced during the COVID-19 pandemic, may adversely affect ChargePoint's employees and operations and the operations of its customers, suppliers, vendors and business partners, and may negatively impact demand for EV charging stations, particularly at workplaces, or the supply of components necessary for the manufacture of charging stations.

ChargePoint's headquarters are located in the San Francisco Bay Area in an area projected to be vulnerable to future water scarcity and sea level rise due to climate change as well as in an active earthquake zone. The occurrence of a natural disaster such as an earthquake, drought, flood, fire (such as the increasingly frequent wildfires in California), localized extended outages of critical utilities (such as California's public safety power shut-offs) or transportation systems, or any critical resource shortages could cause a significant interruption in its business, damage or destroy ChargePoint's facilities or inventories, and cause it to incur significant costs, any of which could harm its business, financial condition and results of operations. The insurance ChargePoint maintains against fires, earthquakes and other natural disasters may not be adequate to cover losses in any particular case.

ChargePoint's customers may be adversely impacted by the occurrences of natural disasters such as earthquakes, hurricanes, floods, or wildfires which destroy commercial complexes, residences and businesses that are the sites where EV charging infrastructure is typically built and installed. If businesses structures and densely populated residential areas are damaged significantly by natural disasters such areas may be less inclined to invest in new EV Networked Charging Systems rather than repair or rebuild local infrastructure. In addition, rolling public safety power shut-offs in California or other states can affect user acceptance of EVs, as charging may be unavailable at the desired times, or at all during these events. These shut-offs could also affect the ability of fleet operators to charge their EVs, which, for example, could adversely affect transportation schedules or any service level agreements to which either ChargePoint or the fleet operator may be a party. If these events persist, the demand for EVs or EV infrastructure could decline, which would result in reduced demand for charging solutions.

Seasonality may cause fluctuations in ChargePoint's revenue.

ChargePoint believes there are seasonal factors that may cause ChargePoint to record higher revenue in some quarters compared with others. A significant share of ChargePoint's annual revenues are typically generated in the fourth fiscal quarter, which coincides with customers with a December 31 year-end choosing to spend remaining unused portions of their budgets. ChargePoint's revenues have historically been lower in its first fiscal quarter than its preceding fourth quarter, which ChargePoint believes is due to, in part, unfavorable weather conditions which result in a decrease in construction activity during the winter months, periods of wet weather and times when other weather and climate conditions would impair construction activity. While ChargePoint believes it has visibility into the seasonality of its business, various factors, including difficult weather conditions (such as flooding, hurricanes, prolonged rain or periods of unseasonably cold temperatures or snowstorms) in any quarter, may materially and adversely affect its business, financial condition and results of operations.

ChargePoint is susceptible to risks associated with an increased focus by stakeholders and regulators on climate change, which may adversely affect its business and results of operations.

Climate-related events, including the increasing frequency of extreme weather events and their impact on critical infrastructure in the United States and elsewhere, have the potential to disrupt ChargePoint's business and those of its third-party suppliers, and customers, and may cause ChargePoint to experience higher attrition, losses and additional costs to maintain or resume operations. In addition, ChargePoint's customers may begin to establish sourcing requirements related to sustainability. As a result, ChargePoint may receive requests for sustainability related information about its products, business operations, use of sustainable materials and packaging. ChargePoint's inability to comply with these and other sustainability requirements in the future could adversely affect sales of and demand for its products.

Further, in the past there has been an increased focus, including by governmental and nongovernmental organizations, investors, customers, and other stakeholders, on climate change matters, including increased pressure to expand disclosures related to the physical and transition risks related to climate change or to establish sustainability goals, such as the reduction of greenhouse gas emissions, which could expose ChargePoint to market, operational and execution costs or risks. ChargePoint's failure to establish such sustainability targets or targets that are perceived to be appropriate, as well as to achieve progress on those targets on a timely basis, or at all, could adversely affect the reputation of its brand and sales of and demand for its products.

Risks Related to the EV Market

ChargePoint's future growth and success is highly dependent upon the continuing adoption of EVs for passenger and fleet applications.

ChargePoint's future growth is highly dependent upon the adoption of EVs by businesses and consumers. The market for EVs is still rapidly evolving, characterized by rapidly changing technologies, competitive pricing and factors, evolving government regulation and industry standards, changing consumer demands and behaviors, changing levels of concern related to environmental issues and governmental initiatives related to energy independence, climate change and the environment generally. Although demand for EVs has grown in recent years, the rate of EV sales is highly volatile and there is no guarantee of continuing future demand. If the market for EVs develops more slowly than expected, or if demand for EVs decreases, ChargePoint's business, prospects, financial condition and operating results would be harmed. The market for EVs could be affected by numerous factors, such as:

- perceptions about EV features, quality, safety, performance and cost;
- EV auto manufacturers delay or eliminate plans to migrate their manufacturing production to be solely or primarily EVs;
- perceptions about the limited range over which EVs may be driven on a single battery charge;
- competition, including from other types of alternative fuel vehicles, plug-in hybrid electric vehicles and high fuel-economy internal combustion engine vehicles;
- volatility in the cost of oil and gasoline, including as a result of trade restrictions and ongoing conflicts in the Middle East involving the United States, Iran, Israel and other Gulf States;
- concerns regarding the scalability, availability, reliability and stability of the electrical grid;
- the change in an EV battery's ability to hold a charge over time;
- the availability and reliability of a national electric vehicle charging network or infrastructure;
- availability of maintenance and repair services for EVs;
- consumers' perception about the convenience and cost of charging EVs, including variability and increases to the cost of electricity used to charge EVs;
- increases in fuel efficiency of non-electric vehicles;
- government regulations and economic incentives, including adverse changes in, or expiration of, favorable tax incentives related to EVs, EV charging stations or decarbonization generally;

- reduction or elimination of governmental targets, mandates or goals with respect to reducing carbon emissions or increasing mobile electrification;
- relaxation or elimination of government mandates or quotas regarding the sale of EVs or Zero-Emission Vehicle ("ZEV") mandates; and
- concerns about the future viability of EV manufacturers.

In addition, sales of vehicles in the automotive industry can be cyclical, which may affect growth in acceptance of EVs. It is uncertain how macroeconomic factors will impact demand for EVs, particularly since EVs can be more expensive than traditional gasoline-powered vehicles. Furthermore, because fleet operators often make large purchases of EVs, this cyclicality and volatility in the automotive industry may be more pronounced with commercial purchasers, and any significant decline in demand from these customers could reduce demand for EV charging and ChargePoint's products and services in particular.

Demand for EVs may also be affected by factors directly impacting automobile prices or the cost of purchasing and operating automobiles, such as sales and financing incentives, prices of raw materials and parts and components, the cost of electricity for charging as compared to fossil fuels and governmental regulations, including tariffs, import regulation and other taxes. Volatility in demand or delays in EV production due to global supply chain constraints or due to changes in vehicle manufacturers' EV product goals may lead to lower vehicle unit sales, which may result in reduced demand for EV charging solutions and therefore adversely affect ChargePoint's business, financial condition and operating results.

The EV market currently benefits from the availability of rebates, tax credits and other financial incentives from governments, utilities and others to offset the purchase or operating costs of EVs and EV charging stations. The reduction, modification, or elimination of such benefits could cause reduced demand for EVs and EV charging stations, which would adversely affect ChargePoint's financial results.

The U.S. federal government, foreign governments and some state and local governments provide incentives to end users and purchasers of EVs or EV charging stations in the form of rebates, tax credits and regulations like clean fuel programs, which can provide other financial incentives. The U.S. federal government, and some foreign and state governments, have proposed changing or ending these incentives. These proposals create uncertainty and if adopted and implemented may have a material adverse impact on the EV market, which benefits from these financial incentives to significantly lower the effective price of EVs and EV charging stations to customers.

For example, the Infrastructure Investment and Jobs Act signed into law on November 15, 2021, provided additional funding for EVs and EV charging infrastructure through the creation of new programs and grants and the expansion of existing programs, including the $7.5 billion National Electric Vehicle Infrastructure ("NEVI") Program for EV charging along highway corridors. On August 11, 2025, the Federal Highway Administration ("FHWA") issued new guidance, updating prior guidance which previously froze federal funds tied to NEVI and directed states to file updated implementation plans within 30 days. FHWA has since approved the state plans and states are moving forward with their NEVI programs, but there is no guarantee or assurance that FHWA guidance and implementation will not change again in the future and FHWA's implementation of the NEVI program may be subject to future interruptions, delays or cancellation.

Separately, the One Big Beautiful Bill Act ("OBBBA"), which was signed into law in July 2025, set new end dates for the EV charging infrastructure tax credits previously made available under Section 30C and Section 30D of the Internal Revenue Code of 1986, as amended (the "Code"). In particular, the OBBBA terminated the $7,500 new clean vehicle tax credit for all new EVs sold after September 30, 2025. This reduction and any other reduction in rebates, tax credits or other financial incentives for EVs or EV charging stations could materially reduce the demand for EVs and ChargePoint's solutions and, as a result, may adversely impact ChargePoint's business and expansion potential.

ChargePoint also derives other revenue as set forth on its consolidated statements of operations from regulatory credits. If government support of these credits declines, ChargePoint's ability to generate this other revenue in the future would be adversely affected. In years prior to fiscal year 2021, ChargePoint derived a slight majority of its other revenue from regulatory credits. However, revenue from this source as a percentage of other and total revenue has declined in recent quarters and it may continue to decline over time. Further, the availability of such credits may decline regardless of the levels of general governmental support of the transition to EV infrastructure.

Changes to fuel economy standards or the success of alternative fuels may negatively impact the EV market and thus the demand for ChargePoint's products and services.

Changes in federal or state fuel-economy standards and emissions regulations present material risks to the EV market and, consequently, to the demand for our products and services. For instance, the OBBA eliminated the civil penalty for violation of the Corporate Average Fuel Economy (CAFE) standards which reduces incentives for automakers to improve fleet fuel efficiency. Separately, the U.S. federal government has taken efforts to rescind California's Clean Air Act waiver which may weaken state frameworks driving adoption of ZEV standards across multiple states. Reductions in fuel-efficiency requirements, improvements in the fuel economy of internal-combustion vehicles, or increased adoption of alternative fuels such as ethanol, biodiesel, fuel cells or compressed natural gas could diminish EV demand. In addition, the EV fueling model is different than gas or other fuel models, requiring behavior change and education of influencers, consumers and others such as regulatory bodies. Developments in alternative technologies, such as advanced diesel, ethanol, fuel cells or compressed natural gas, or improvements in the fuel economy of the internal combustion engine, may materially and adversely affect demand for EVs and EV charging stations. For example, fuel which is abundant and relatively inexpensive in the United States, such as compressed natural gas, may emerge as a preferred alternative to petroleum-based propulsion. Regulatory bodies may also adopt rules that substantially favor certain alternatives to petroleum-based propulsion over others, which may not necessarily be EVs. Any of these changes may impose additional obstacles to the purchase of EVs or the development of a more ubiquitous EV market. If any of the above influence consumers or businesses to no longer purchase EVs or purchase them at a lower rate, it would materially and adversely affect ChargePoint's business, operating results, financial condition and prospects.

The EV charging market is characterized by rapid technological changes often due to technical improvements, regulatory requirements and customer requirements, which requires ChargePoint to continue to develop new products and product innovations. Any delays in such development could adversely affect market adoption of its products and ChargePoint's financial results.

Continuing technological changes in battery and other EV technologies could adversely affect adoption of current EV charging technology and/or ChargePoint's products. ChargePoint's future success will depend upon its ability to develop and introduce a variety of new capabilities and innovations to its existing product offerings, as well as introduce a variety of new product offerings, to address the changing needs of the EV charging market. As new products are introduced, gross margins tend to decline in the near term and improve as the product becomes more mature with a more efficient manufacturing process.

As EV technologies change, new industry standards evolve or develop or governmental regulations impose new requirements on EV charging technology, ChargePoint may need to upgrade or adapt its charging station technology and introduce new products and services in order to serve vehicles that have the latest technology, such as battery cell technology or charging connector ports, or comply with new governmental regulations, which could involve substantial costs. Even if ChargePoint is able to keep pace with changes in technology and develop new products and services, its research and development expenses could increase, its gross margins could be adversely affected in some periods and its prior products could become obsolete or non-compliant with governmental regulations or industry standards more quickly than expected. ChargePoint may also incur additional costs and expenses related to new product transitions such as adverse impacts due to supply chain failures to procure sufficient new product components, purchase price variances, or inventory obsolescence costs related to new product transitions, including as the result of any failure on the part of ChargePoint to meet its own estimates and projections. ChargePoint cannot guarantee that any new products will be released in a timely manner, or at all, or achieve market acceptance. Delays in delivering new products that meet customer requirements could damage ChargePoint's relationships with customers and lead them to seek alternative providers. Delays in introducing products and innovations or the failure to offer innovative products or services at competitive prices may cause existing and potential customers to purchase ChargePoint's competitors' products or services. Finally, new or changing state or federal regulations or industry standards may result in delays related to the development of new products or modifications to existing products in order to come into compliance and any such delays may result in customer's selecting alternative providers or result in delays related to ChargePoint's ability to install, sell or distribute its charging station technology.

If ChargePoint is unable to devote adequate resources to develop products or cannot otherwise successfully develop products or services that meet customer and regulatory requirements on a timely basis or that remain competitive with technological alternatives, its products and services could lose market share, its revenue may decline, it may experience higher operating losses and its business and prospects may be adversely affected.

Certain statements ChargePoint makes about estimates of market opportunity and forecasts of market growth may prove to be inaccurate.

From time to time, ChargePoint makes statements with estimates of the addressable market for ChargePoint's solutions and the EV market in general. Market opportunity estimates and growth forecasts, whether obtained from third-party sources or developed internally, are subject to significant uncertainty and are based on assumptions and estimates that may prove to be inaccurate. The estimates and forecasts relating to the size and expected growth of the target EV market, market demand and adoption rates, capacity to address this demand and pricing may also prove to be inaccurate. In particular, estimates regarding the current and projected EV market opportunity are difficult to predict. The estimated addressable EV market may not materialize for many years, if ever, and even if the markets meet the size estimates and growth forecasts, ChargePoint's business could fail to grow at similar rates.

Risks Related to ChargePoint's Technology, Intellectual Property and Infrastructure

ChargePoint's business may be adversely affected if it is unable to protect its technology and intellectual property from unauthorized use by third parties.

ChargePoint's success depends, at least in part, on ChargePoint's ability to obtain, maintain, enforce and protect its core technology and intellectual property. To accomplish this, ChargePoint relies on, and plans to continue relying on, a combination of patents, trade secrets (including know-how), employee and third-party nondisclosure agreements, copyright, trademarks, intellectual property licenses and other contractual rights to retain ownership of, and protect, its technology. Despite ChargePoint's efforts to obtain, maintain, enforce and protect intellectual property rights, there can be no assurance that these steps will be available in all cases or will be adequate to prevent ChargePoint's competitors or other third-parties from copying, reverse engineering, or otherwise obtaining and using its technology or products or seeking court declarations that they do not infringe, misappropriate or otherwise violate its intellectual property. Failure to adequately protect its technology and intellectual property could result in competitors offering similar products, potentially resulting in the loss of some of ChargePoint's competitive advantage and a decrease in revenue which would adversely affect its business, prospects, financial condition and operating results.

The measures ChargePoint takes to protect its technology and intellectual property from unauthorized use by others may not be effective for various reasons, including the following:

- any patent applications ChargePoint submits may not result in the issuance of patents;
- the scope of issued patents may not be broad enough to protect its inventions and proprietary rights;
- any issued patents may be challenged by competitors and/or invalidated by courts or governmental authorities;
- ChargePoint may not be the first inventor of the subject matter to which it has filed a particular patent application, and it may not be the first party to file such a patent application;
- patents have a finite term, and competitors and other third-parties may offer identical or similar products after the expiration of ChargePoint's patents that cover such products;
- the costs associated with enforcing patents, confidentiality and invention agreements or other intellectual property rights may make aggressive enforcement impracticable;
- current and future competitors may circumvent patents or independently develop similar trade secrets or works of authorship, such as software;
- know-how and other proprietary information ChargePoint purports to hold as a trade secret may not qualify as a trade secret under applicable laws;
- ChargePoint's employees, contractors or business partners may breach their confidentiality, non-disclosure, and non-use obligations; and
- proprietary designs and technology embodied in ChargePoint's products may be discoverable by third-parties through means that do not constitute violations of applicable laws.

Patent, trademark, and trade secret laws vary significantly throughout the world. Some foreign countries do not protect intellectual property rights to the same extent as do the laws of the United States. Further, policing the unauthorized use of ChargePoint's intellectual property in foreign jurisdictions may be difficult or impossible. Therefore, ChargePoint's intellectual property rights may not be as strong or as easily enforced outside of the United States.

Certain patents in the EV space may come to be considered "standards essential." If this is the case with respect to any of ChargePoint's patents or patents held by third-parties, ChargePoint may be required to license certain technology on "fair, reasonable and non-discriminatory" terms, decreasing revenue, or obtaining such a license, increasing expenses and decreasing gross margins. Further, competitors, vendors, or customers may, in certain instances, be free to create variations or derivative works of ChargePoint technology and intellectual property, and those derivative works may become directly competitive with ChargePoint's offerings. Finally, ChargePoint may not be able to leverage, or obtain ownership of, all technology and intellectual property developed by ChargePoint's vendors in connection with design and manufacture of ChargePoint's products, thereby jeopardizing ChargePoint's ability to obtain a competitive advantage over its competitors.

It is ChargePoint's policy to enter into confidentiality and invention assignment agreements with its employees and contractors that have developed material intellectual property for ChargePoint, but these agreements may not be self-executing and may not otherwise adequately protect ChargePoint's intellectual property, particularly with respect to conflicts of ownership relating to work product generated by employees and contractors. Furthermore, ChargePoint cannot be certain that these agreements will not be breached, and that third-parties will not gain access to its trade secrets, know-how and other proprietary technology. Third-parties may also independently develop the same or substantially similar proprietary technology. Monitoring unauthorized use of ChargePoint's intellectual property is difficult and costly, as are the steps ChargePoint has taken or will take to prevent misappropriation.

To prevent unauthorized use of ChargePoint's intellectual property, it may be necessary to prosecute actions for infringement, misappropriation or other violation of ChargePoint's intellectual property against third-parties. Any such action could result in significant costs and diversion of ChargePoint's resources and management's attention, and there can be no assurance that ChargePoint will be successful in any such action. Furthermore, ChargePoint's current and potential competitors may have the ability to dedicate substantially greater resources to enforce their intellectual property rights than ChargePoint does. Accordingly, ChargePoint may not be able to prevent third-parties from infringing, misappropriating or otherwise violating its intellectual property. Any of the foregoing may adversely affect ChargePoint's revenues or results of operations.

ChargePoint may need to defend against intellectual property infringement or misappropriation claims, which may be time-consuming and expensive.

From time to time, the holders of intellectual property rights may assert their rights and urge ChargePoint to enter into licenses, and/or may bring suits alleging infringement, misappropriation or other violation of such rights. There can be no assurance that ChargePoint will be able to mitigate the risk of potential suits or other legal demands by competitors or other third-parties. Accordingly, ChargePoint may consider entering into licensing agreements with respect to such rights, although no assurance can be given that such licenses can be obtained on acceptable terms or that litigation will not occur, and such licenses and associated litigation could significantly increase ChargePoint's operating expenses. In addition, if ChargePoint is determined to have or believes there is a high likelihood that it has infringed upon, misappropriated or otherwise violated a third-party's intellectual property rights, it may be required to cease making, selling or incorporating certain key components or intellectual property into the products and services it offers, to pay substantial damages and/or royalties, to redesign its products and services, and/or to establish and maintain alternative branding. In addition, to the extent that ChargePoint's customers and business partners become the subject of any allegation or claim regarding the infringement, misappropriation or other violation of intellectual property rights related to ChargePoint's products and services, ChargePoint may be required to indemnify such customers and business partners. If ChargePoint were required to take one or more such actions, its business, prospects, operating results and financial condition could be materially and adversely affected. In addition, any litigation or claims, whether or not valid, could result in substantial costs, negative publicity and diversion of resources and management attention.

ChargePoint expects to incur research and development costs and devote significant resources to developing new products, which could significantly reduce its profitability and may never result in revenue to ChargePoint.

ChargePoint's future growth depends on penetrating new markets, adapting existing products to new applications and customer requirements, and introducing new products that achieve market acceptance. ChargePoint plans to incur significant research and development costs in the future as part of its efforts to design, develop, manufacture and introduce new products and enhance existing products. ChargePoint's research and development expenses were $139.3 million, $141.3 million, and $220.8 million during the fiscal years ended January 31, 2026, 2025 and 2024, respectively, and may grow in the future. Further, ChargePoint's research and development program may not produce successful results, and its new products may not achieve market acceptance, create additional revenue or become profitable.

ChargePoint intends to use third-party contract manufacturers and design partners for targeted new research and development initiatives with the goals of controlling development costs and decreasing operating expenses. ChargePoint believes such partnerships will allow it to better manage research and development expenses, improve the speed and quality of new product development and increase its efficiencies by leveraging the design talent and supply chains of these partners. Implementing third-party design partners for new research and development initiatives will require sophisticated oversight, quality programs and cost-control initiatives. If ChargePoint is not successful in its use of third-party contract manufacturers and design partners for new product development, its financial conditions, gross margins and results of operations could be materially and adversely affected.

The current lack of national and international standards for electric vehicle charging infrastructure may lead to uncertainty, additional competition and further unexpected costs.

Lack of industry standards for EV station management, coupled with utilities and other large organizations mandating their own adoption of specifications that have not become widely adopted in the industry, may hinder innovation or slow new product or new feature introduction.

In addition, automobile manufacturers may choose to utilize their own proprietary systems, which could lock out competition for EV charging stations, or to use their size and market position to influence the market, which could limit ChargePoint's market and reach to customers, negatively impacting its business. For example, many of the major EV manufacturers have announced the adoption of the North American Charging Standard ("NACS") for charging ports in their future EV models. It is possible that other charging or similar standards may be introduced into the emerging EV market by EV manufacturers, EV charging infrastructure suppliers and other market participants which may not be compatible with ChargePoint's products or technologies and cause ChargePoint to have to adapt its business, processes or services to comply with such standard, which may require significant time and research and development costs and, as a result, may have a material and adverse effect on ChargePoint's revenue or results of operations,

Further, should regulatory bodies impose charging standards that are not compatible with ChargePoint's products or infrastructure, ChargePoint may incur significant costs to adapt its business model to the new regulatory standards, which may require significant time and, as a result, may have a material and adverse effect on ChargePoint's revenue or results of operations.

ChargePoint is highly reliant on its networked charging solution and information technology systems and data, and those of its service providers and component suppliers; any of these systems and data may be subject to cyber-attacks, service disruptions or other security incidents, which could result in data breaches, loss or interruption of services, intellectual property theft, claims, litigation, regulatory investigations, significant liability, reputational damage and other adverse consequences.

ChargePoint's business depends on the secure and continuous operation of a distributed, connected ecosystem that includes (i) Networked Charging Systems deployed at third-party locations and operated by site hosts; (ii) embedded firmware and operating systems within charging equipment, including over-the-air (OTA) update and device authentication processes; (iii) its cloud-based software solutions or “ChargePoint Platform” and associated cloud services, application programming interfaces, and integrations with utilities, roaming partners and fleet systems; and (iv) payment and billing infrastructure used by drivers and enterprise customers. As a result, ChargePoint faces cybersecurity and data protection risks that span both operational technology (OT) at the edge (the charger and related hardware/firmware) and information technology (IT) in its cloud and enterprise systems, including risks arising from the increasing use of artificial intelligence, machine learning and other automated technologies within such systems and workflows, which may expand attack surfaces, introduce novel vulnerabilities or failure modes, and increase the complexity of detecting, investigating and remediating security incidents.

ChargePoint continues to expand its information technology systems in support of its networked charging solutions, and as its operations grow, its internal information technology systems—such as product data management, procurement, inventory management, production planning and execution, sales, services and logistics, financial, tax and regulatory compliance systems—are evolving. This includes the implementation of new internally developed systems and the deployment of such systems in the United States and abroad, including systems that incorporate or rely on artificial intelligence, automated decision-making, data analytics or third-party AI-enabled tools and services. The implementation, maintenance, segregation and improvement of these systems require significant management time, support and cost, and there are inherent risks associated with developing, improving and expanding ChargePoint’s core systems as well as implementing new systems and updating current systems, including disruptions to related areas of business operations. AI-enabled systems may amplify these risks by increasing system interdependencies, accelerating the scale and speed at which errors or misuse can occur, and creating additional data governance, cybersecurity and compliance challenges. These risks may affect ChargePoint’s ability to manage its data and inventory; procure parts or supplies; manufacture, sell, deliver and service products; adequately protect its intellectual property; or achieve and maintain compliance with, or realize available benefits under, tax laws and other applicable regulations.

Because many Networked Charging Systems are installed in public or semipublic environments and physically accessible, inadequate site level protections by site hosts or third parties can enable tampering or theft that, in turn, may facilitate unauthorized access to ChargePoint’s systems, manipulation of billing or pricing at the point of interaction, or operational disruptions that reduce uptime and driver confidence. Further, most of the Networked Charging Systems ChargePoint sells are owned and operated by third parties who are responsible for the physical safety and day-to-day oversight of those charging stations.

To the extent any security incident results in unauthorized access to, or damage to, acquisition, use, corruption, loss, destruction, alteration or dissemination of, ChargePoint data (including intellectual property and personal information) or ChargePoint products—or for it to be believed or reported that any of these occurred—it could disrupt ChargePoint’s business, harm ChargePoint’s reputation, compel ChargePoint to comply with applicable data breach notification and consumer protection laws, including those increasingly applicable to the use of artificial intelligence and automated processing of personal or sensitive data, subject ChargePoint to time consuming, distracting and expensive litigation, regulatory investigation and oversight, mandatory corrective action and third-party audits, require ChargePoint to verify the correctness of database contents, or otherwise subject ChargePoint to liability under laws, regulations and contractual obligations (including those that protect the privacy and security of personal information). Any of the foregoing could result in significant legal and financial exposure, increased costs (including for fines, defense, remediation, customer support and complimentary services) and/or reputational harm.

Because ChargePoint also relies on third-party service providers and component suppliers, ChargePoint cannot guarantee that those parties’ systems have not been breached or that they do not contain exploitable defects, bugs, or vulnerabilities that could result in a security incident or other disruption to ChargePoint’s systems or operations. This risk may be heightened where ChargePoint relies on third-party providers of artificial intelligence models, data, software components, cloud infrastructure or development tools, including where ChargePoint has limited visibility into such providers’ security practices, data handling, model training or update processes. ChargePoint’s ability to monitor its service providers’ and component suppliers’ security measures is limited and, in any event, malicious actors may circumvent such measures. In addition, as EV charging standards, interoperability requirements and industry practices evolve, stakeholders (including regulators, utilities, customers and program administrators) may increase security expectations, including AI-specific governance, testing, transparency or certification requirements, which may require us to implement and maintain additional controls, testing and certifications, further increasing costs and diverting management attention.

If ChargePoint does not successfully implement, maintain or expand its information technology systems as planned, or if ChargePoint experiences a significant cybersecurity or data protection incident, its operations may be disrupted; its intellectual property and personal information, could be compromised or misappropriated; its reputation may be adversely affected; its ability to accurately and/or timely report its financial results could be impaired; and deficiencies may arise in its internal control over financial reporting, which may impact its ability to certify its financial results and as a result its business, operations and financial results may be adversely affected.

Computer malware, viruses, ransomware, hacking, phishing attacks and similar disruptions could result in security and privacy breaches and interruption in service, which could harm ChargePoint’s business

From time to time, ChargePoint has experienced cyberattacks on its information technology infrastructure and systems. Computer malware, viruses, physical or electronic break-ins and similar disruptions could lead to interruption and delays in ChargePoint’s services and operations and loss, misuse or theft of data. The increasing use of artificial intelligence by both ChargePoint and threat actors may further heighten these risks, as attackers may leverage AI-enabled tools to automate, scale or enhance the sophistication of attacks, including social engineering, phishing, credential harvesting, malware development or exploitation of software vulnerabilities. Threat actors—including financially motivated criminal groups and nation-state or state aligned actors—may target critical infrastructure providers and EV charging networks, attempt to extort companies through ransomware, or seek to compromise software supply chains and firmware signing keys. External events, such as the conflict between Russia and Ukraine, conflicts in the Middle East involving the United States, Iran, Israel and other Gulf States, and heightened geopolitical tensions, have been accompanied by warnings from cybersecurity organizations about increased threat activity against U.S. businesses and infrastructure providers, which could increase the likelihood or severity of attacks aimed at energy, fueling or infrastructure service providers. ChargePoint has also been targeted by spear phishing campaigns directed at specific individuals or departments that masquerade as trusted sources to obtain sensitive information or initiate unauthorized transactions, and such campaigns may increasingly incorporate AI-generated content designed to evade detection or increase their effectiveness.

Any attempts by cyber attackers to disrupt ChargePoint's services or systems—if successful—could (among other impacts) reduce charger uptime and network reliability, manipulate pricing or billing at the point of interaction, misappropriate funds, exfiltrate confidential information or intellectual property, and degrade driver and customer trust. Security incidents involving AI-enabled systems may be more difficult to detect, attribute or remediate, and may increase the risk of cascading operational, legal or reputational impacts. Such events could be expensive to remedy; subject ChargePoint to substantial fines, penalties, damages and other liabilities under applicable laws and regulations; lead to a loss of protection of ChargePoint's intellectual property or trade secrets; and damage ChargePoint's reputation or brand. While ChargePoint maintains cyber-insurance, that coverage may not be sufficient to compensate for all liability relating to any actual or potential disruption or other security breach or incident, coverage might not be available on commercially reasonable terms (or at all), and insurers may deny coverage for certain claims. The successful assertion of one or more large claims that exceed available insurance coverage—or material changes to ChargePoint's insurance (including premium increases, lower limits, exclusions, or large deductibles or coinsurance)—could have a material adverse effect on its business, financial condition, operating results and reputation.

Efforts to prevent cyber attackers from entering computer systems are costly to implement and operate, and ChargePoint may be unable to cause the implementation or enforcement of equivalent measures at its third-party vendors, site hosts or component suppliers. As ChargePoint integrates additional AI-enabled tools, services or automated processes, it may be required to implement new controls, monitoring, training and governance frameworks, which may not be fully effective in preventing misuse, error or attack. Although it is difficult to determine what, if any, harm may directly result from any specific interruption or attack, any failure to maintain performance, reliability, security and availability of systems and technical infrastructure may, in addition to other losses, harm ChargePoint's reputation, brand and ability to attract and retain customers.

ChargePoint has previously experienced, and may in the future experience, service disruptions, outages and other performance problems due to a variety of factors, including infrastructure changes, third-party service provider or component supplier disruptions, human or software errors, capacity constraints and cybersecurity events. The introduction or expansion of AI-enabled systems may increase the risk or severity of such disruptions, particularly if such systems malfunction, are misused, or depend on third-party data or infrastructure. If ChargePoint's services are unavailable when users attempt to access them, they may seek alternatives, which could reduce demand for ChargePoint's solutions. Although ChargePoint maintains business continuity and disaster recovery processes designed to enable it to recover from a disaster or catastrophe and continue business operations—and has tested these capabilities under controlled circumstances—human error, data corruption, third-party failures or the nature and timing of a particular event could materially impact the efficacy of such processes, extend the time services are partially or fully unavailable, and cause additional reputational damage or loss of revenue, any of which could adversely affect ChargePoint's business and financial results.

ChargePoint's technology could have undetected defects, errors or bugs in hardware or software which could reduce market adoption, damage its reputation with current or prospective customers, and/or expose it to product liability and other claims that could materially and adversely affect its business.

ChargePoint may be subject to claims that charging stations have malfunctioned and persons or property were injured and harmed or purported to be injured and harmed. Any insurance that ChargePoint carries may not be sufficient or it may not apply to all situations. Similarly, to the extent that such malfunctions are related to components obtained from third-party vendors, such vendors may not assume responsibility for such malfunctions. In addition, ChargePoint's customers could be subjected to claims as a result of such incidents and may bring legal claims against ChargePoint to attempt to hold it liable. Any of these events could adversely affect ChargePoint's brand, relationships with customers, operating results or financial condition.

Furthermore, the ChargePoint Platform is complex, developed for over a decade by many developers, and includes a number of licensed third-party commercial and open-source software libraries. ChargePoint's software has contained defects and errors and may in the future contain undetected defects or errors. ChargePoint is continuing to evolve the features and functionality of the ChargePoint Platform through updates and enhancements, and as it does, it may introduce additional defects or errors that may not be detected until after deployment to customers. In addition, if ChargePoint's products and services, including any updates or patches, are not implemented or used correctly or as intended, inadequate performance and disruptions in service may result.

Any defects or errors in product or services offerings, or the perception of such defects or errors, or other performance problems could result in any of the following, each of which could adversely affect ChargePoint's business and results of its operations:

- expenditure of significant financial and product development resources, including recalls, in efforts to analyze, correct, eliminate or work around errors or defects;
- payment of any fines, penalties or damages to third parties as the result of any claims related to defects or errors in ChargePoint's products or services;
- loss of existing or potential customers or partners;
- interruptions or delays in sales;
- delayed or lost revenue;
- delay or failure to attain market acceptance;
- delay in the development or release of new functionality or improvements;
- negative publicity and reputational harm;
- sales credits or refunds;
- exposure of confidential or proprietary information;
- diversion of development and customer service resources;
- breach of warranty claims;
- legal claims under applicable laws, rules and regulations; and
- an increase in collection cycles for accounts receivable or the expense and risk of litigation.

Although ChargePoint has contractual protections, such as warranty disclaimers and limitation of liability provisions, in many of its agreements with customers, resellers and other business partners, such protections may not be uniformly implemented in all contracts and, where implemented, may not fully or effectively protect it from claims by customers, resellers, business partners or other third-parties. Any insurance coverage or indemnification obligations of suppliers may not adequately cover all such claims or cover only a portion of such claims. A successful product liability, warranty, or other similar claim could have an adverse effect on ChargePoint's business, operating results and financial condition. In addition, even claims that ultimately are unsuccessful could result in expenditure of funds in litigation, divert management's time and other resources and cause reputational harm.

Some of ChargePoint's products contain open-source software, which may pose particular risks to its proprietary software, products and services in a manner that could harm its business.

ChargePoint uses open-source software in its products and anticipates using open-source software in the future. Some open-source software licenses require those who distribute open-source software as part of their own software product to publicly disclose all or part of the source code to such software product or to make available any derivative works of the open-source code on unfavorable terms or at no cost, and ChargePoint may be subject to such terms. The terms of many open-source licenses have not been interpreted by U.S. or foreign courts, and there is a risk that open source software licenses could be construed in a manner that imposes unanticipated conditions or restrictions on ChargePoint's ability to provide or distribute ChargePoint's products or services.

In addition, ChargePoint relies on some open-source software and libraries issued under the General Public License (or similar "copyleft" licenses) for development of its products and may continue to rely on similar copyleft licenses. Third-parties may assert a copyright claim against ChargePoint regarding its use of such software or libraries, which could lead to a limitation of ChargePoint's use of such software or libraries. Use of such software or libraries may also force ChargePoint to provide third-parties, at no cost, the source code to its proprietary software, which may decrease revenue and lessen any competitive advantage ChargePoint has due to the secrecy of its source code.

ChargePoint could face claims from third-parties claiming ownership of, or demanding release of, the open-source software or derivative works that ChargePoint developed using such software, which could include ChargePoint's proprietary source code, or otherwise seeking to enforce the terms of the applicable open-source license. These claims could result in litigation and could require ChargePoint to make its software source code freely available, purchase a costly license or cease offering the implicated products or services unless and until ChargePoint can re-engineer them to avoid infringement, which may be a costly and time-consuming process, and ChargePoint may not be able to complete the re-engineering process successfully.

Additionally, the use of certain open-source software can lead to greater risks than use of third-party commercial software, as open-source licensors generally do not provide warranties or controls on the origin of software. There is typically no support available for open-source software, and ChargePoint cannot ensure that the authors of such open-source software will implement or push updates to address security risks or will not abandon further development and maintenance. Many of the risks associated with the use of open-source software, such as the lack of warranties or assurances of title or performance, cannot be eliminated, and could, if not properly addressed, have an adverse effect on ChargePoint's business and results.

Misuse of ChargePoint's Networked Charging Systems and mobile applications, including its online payment methods, could adversely affect ChargePoint's results of operations, expose it to third-party claims, or increase its exposure to fraud and other risks.

The ChargePoint Platform, ChargePoint's software platform, is used to connect EV drivers with charging station hosts to pay for public and private charging. These payment connections can be made via the ChargePoint mobile application or via OEM "in-dash" applications powered by ChargePoint software. ChargePoint also enables the payment of public charging sessions with third-party charging stations via software integration which ChargePoint refers to as "roaming." In addition, the ChargePoint Platform enables third-party e-mobility services providers, or "eMSPs", to build and publish their own proprietary mobility and roaming services for the sale of charging sessions, particularly in Europe.

In each of these charging cases, ChargePoint accepts payments from EV drivers for charging sessions using a variety of different payment methods or receives reimbursements from its roaming partners, which may subject ChargePoint to additional regulations and compliance requirements, and may also increase ChargePoint's exposure to payment fraud, criminal activity, and other risks. ChargePoint has in the past, and may again in the future, be subjected to fraudulent activities related to its ChargePoint Platform and related charging payment services. Further, since the methods and schemes utilized by perpetrators of fraud are constantly evolving or, in some cases, not immediately detectable, ChargePoint cannot be certain that its policies, and controls and procedures for detecting third-party payment fraud, will be effective over time or of its ability to update these measures to address emerging fraud risks. If illicit or fraudulent activity levels involving ChargePoint's software services were to rise, it could lead to regulatory intervention, adversely impact ChargePoint's finances, operations and customer relationships, and cause reputational and financial harm.

Interruptions, delays in service or inability to increase capacity, including internationally, at third-party data center facilities could impair the use or functionality of ChargePoint's subscription services, harm its business and subject it to liability.

ChargePoint currently serves customers from third-party data center facilities operated by Amazon Web Services and Google Cloud located in the United States, Europe and Canada. Any outage or failure of such data centers could negatively affect ChargePoint's product connectivity and performance. ChargePoint's primary environments are behind the Content Delivery Network operated by Cloudflare, Inc. ("Cloudflare"), and any interruptions of Cloudflare's services could negatively affect ChargePoint's product connectivity and performance. Furthermore, ChargePoint depends on connectivity from its charging stations to its data centers through several cellular service providers, such as Verizon, AT&T, Vodafone, and Semtech Corporation. Any incident affecting a data center facility's or a cellular service provider's infrastructure or operations, whether caused by fire, flood, severe storm, earthquake, or other natural disasters, power loss, telecommunications failures, breach of security protocols, computer viruses and disabling devices, failure of access control mechanisms, war, criminal act, military actions, terrorist attacks and other similar events could negatively affect the use, functionality or availability of ChargePoint's services.

Any damage to, or failure of, ChargePoint's systems, or those of its third-party providers, could interrupt or hinder the use or functionality of its services. Impairment of or interruptions in ChargePoint's services may reduce revenue, subject it to claims and litigation, cause customers to terminate their subscriptions, and adversely affect renewal rates and its ability to attract new customers. ChargePoint's business will also be harmed if customers and potential customers believe its products and services are unreliable.

Customer-Related Risks

ChargePoint may be unable to leverage customer data in all geographic locations, and this limitation may impact research and development operations.

ChargePoint relies on data collected through charging stations or its mobile application, including usage data and geolocation data. ChargePoint uses this data in connection with the research, development and analysis of its technologies. ChargePoint's inability to obtain necessary rights to use this data or freely transfer this data out of, for example, the European Economic Area, could result in delays or otherwise negatively impact ChargePoint's research and development efforts.

ChargePoint's ability to maintain customer satisfaction depends in part on the quality of ChargePoint's customer support. Failure to maintain high-quality customer support could adversely affect ChargePoint's reputation, business, results of operations, and financial condition.

ChargePoint believes that the successful use of its Networked Charging Systems and its ChargePoint Platform requires a high level of support and engagement for many of its customers, particularly its fleet and commercial customers. In order to deliver appropriate customer support and engagement, ChargePoint must successfully assist its customers in deploying and continuing to use ChargePoint's Networked Charging Systems and ChargePoint Platform tools, resolving performance issues, addressing interoperability challenges with a customers' existing information technology or fuel management platforms and responding to Networked Charging

Systems component failures or replacement parts, as well as charging station performance and reliability issues that may arise from time to time.

ChargePoint provides support to its commercial, fleet and residential Networked Charging Systems owners and operators. Such support services are generally provided under its extended warranty program (“Assure”), including proactive charging station monitoring, guaranteed service response times and labor and parts warranties. ChargePoint further provides support for EV drivers connecting to and utilizing the ChargePoint Platform and its network of EV charging stations, including customer support services and mobile services. ChargePoint’s support organization faces additional challenges associated with its international operations, including those associated with delivering support, training, and documentation in languages other than English. If ChargePoint fails to maintain high-quality customer support or comply with support requirements under its software platform or Assure warranty program, ChargePoint may incur additional costs, be obligated to provide refunds, rebates or pay performance penalties to its customers and EV charging station owners, or suffer the cancellation of software and Assure warranty agreements, the occurrence of any of which may increase ChargePoint’s expenses and costs or result in less revenue for ChargePoint, which may adversely affect ChargePoint’s reputation, business, results of operations, and financial condition.

In addition to providing direct customer support, ChargePoint also relies on channel partners in order to provide frontline support to some of its customers, including with respect to commissioning, maintenance, component part replacements and repairs of charging stations. If ChargePoint’s channel partners do not provide support to the satisfaction of ChargePoint’s customers, ChargePoint may be required to hire additional personnel and to invest in additional resources in order to provide an adequate level of support, generally at a higher cost than that associated with its channel partners, which may increase ChargePoint’s costs and expenses and adversely affect ChargePoint’s gross margins. There can be no assurance that ChargePoint will be able to hire sufficient support personnel as and when needed. To the extent that ChargePoint is unsuccessful in hiring, training, and retaining adequate support personnel, its ability to provide high-quality and timely support to its customers will be negatively impacted and its customers’ satisfaction with its software platform and EV charging stations could be adversely affected. Any failure to maintain high-quality customer support, or a market perception that ChargePoint does not maintain high-quality customer support, could adversely affect ChargePoint’s reputation, business, results of operations, and financial condition, particularly with respect to its fleet customers (see also “*Risks Related to ChargePoint’s Business-- Supply chain disruptions, component shortages, increased tariffs, manufacturing interruptions or delays could adversely affect ChargePoint’s ability to meet customer demand, lead to higher costs, and adversely affect ChargePoint’s business and results of operations*.”).

ChargePoint’s business will depend on customers renewing their services subscriptions. If customers do not continue to use its subscription offerings or if they fail to add more stations, its business and operating results will be adversely affected.

In addition to selling Networked Charging Systems, ChargePoint also depends on customers continuing to subscribe to its ChargePoint Platform and Assure warranty coverages. Therefore, it is important that customers renew their subscriptions when the contract term expires and add additional charging stations and services to their subscriptions. Customers may decide not to renew their subscriptions with a similar contract period, at the same prices or terms or with the same or a greater number of users, stations or level of functionality. Customer retention may decline or fluctuate as a result of a number of factors, including satisfaction with software and features, functionality of the charging stations, prices, features and pricing of competing products, reductions in spending levels, mergers and acquisitions involving customers and deteriorating general economic conditions.

If customers do not renew their subscriptions, if they renew on terms less favorable to ChargePoint or if they fail to add products or services, ChargePoint’s business and operating results will be adversely affected.

Changes in subscriptions or pricing models may not be reflected in near-term operating results.

ChargePoint generally recognizes subscriptions revenue from customers ratably over the terms of their contracts. As a result, most of the subscriptions revenue reported in each quarter is derived from the recognition of deferred revenue relating to subscriptions entered into during previous quarters. Consequently, a decline in new or renewed subscriptions in any single quarter will likely have only a small impact on revenue for that quarter. However, such a decline will negatively affect revenue in future quarters. In addition, the severity and duration of events may not be predictable, and their effects could extend beyond a single quarter. Accordingly, the effect of significant downturns in sales and market acceptance of subscription services, and potential changes in pricing policies or rate of renewals, may not be fully apparent until future periods.

Financial, Tax and Accounting-Related Risks

If ChargePoint fails to maintain an effective system of internal controls, its ability to produce timely and accurate financial statements or comply with applicable regulations could be impaired.

ChargePoint is subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley”), and the rules and regulations of the applicable listing standards of the New York Stock Exchange (“NYSE”). Sarbanes-Oxley requires, among other things, that ChargePoint maintain effective disclosure controls and procedures, and internal control, over financial reporting. ChargePoint is continuing to develop and refine its disclosure controls, internal control over financial reporting, and other procedures that are designed to ensure information required to be disclosed in its financial statements and in the reports that it files with the Securities and Exchange Commission ("SEC") is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and information required to be disclosed in reports under the Exchange Act is accumulated and communicated to ChargePoint's principal executive and financial officers. In order to maintain and improve the effectiveness of ChargePoint internal controls and procedures, ChargePoint has expended, and will continue to expend, significant resources, including accounting-related costs and significant management oversight.

ChargePoint has previously identified material weaknesses in its internal controls over financial reporting and further, weaknesses in ChargePoint internal controls may be discovered in the future. ChargePoint's current controls and any new controls it develops may become inadequate because of changes in conditions in its business. Any failure to develop or maintain effective controls, or any difficulties encountered in their implementation or improvement, could harm ChargePoint's operating results, result in a restatement of ChargePoint's financial statements for prior periods, cause ChargePoint to fail to meet its reporting obligations, and adversely affect the results of periodic management evaluations and annual independent registered public accounting firm attestation reports regarding the effectiveness of ChargePoint's internal control over financial reporting that it will be required to include in the periodic reports filed with the SEC. Ineffective disclosure controls and procedures and internal control over financial reporting could also cause investors to lose confidence in ChargePoint's reported financial and other information, which would likely have a negative effect on the trading price of ChargePoint's Common Stock.

ChargePoint's financial condition and results of operations are likely to fluctuate on a quarterly basis in future periods, which could cause its results for a particular period to fall below expectations, resulting in a decline in the price of its Common Stock.

ChargePoint's financial condition and results of operations have fluctuated in the past and may continue to fluctuate in the future due to a variety of factors, many of which are beyond its control.

In addition to the other risks described herein, the following factors could also cause ChargePoint's financial condition and results of operations to fluctuate on a quarterly basis:

- the timing and volume of new product sales, including disruptions in quarterly sales if ChargePoint is unable to drive consistently linear billings during the reporting period, seasonality, channel sell-through, inventory management practices, disruptions in supply chains or availability of new EVs to customers;
- fluctuations in service costs, particularly due to unexpected costs of servicing and maintaining charging stations;
- the timing of new product introductions, which can initially have lower gross margins, and inventory obsolescence costs related to new product transitions;
- the introduction of new products by competitors, changes in pricing or other factors impacting competition;
- weaker than anticipated demand for charging stations, whether due to changes in government incentives and policies or due to other conditions such as decrease in demand for EVs or overall economic conditions such as an economic slowdown or recession;
- fluctuations in sales and marketing or research and development expenses;
- supply chain interruptions, volatility in raw material prices and manufacturing or delivery delays;
- the timing and availability of new products relative to customers' and investors' expectations;
- the length of the sales and installation cycle for its customers;
- disruptions in sales, production, service or other business activities;
- inability to attract and retain qualified personnel; and
- unanticipated changes in federal, state, local or foreign government incentive programs, which can affect demand for EVs.

Fluctuations in operating results and cash flow could, among other things, give rise to short-term liquidity issues. In addition, revenue, and other operating results in future quarters may fall short of the expectations of investors and financial analysts, which could have an adverse effect on the price of the Common Stock.

Changes to applicable U.S. tax laws and regulations or exposure to additional income tax liabilities could affect ChargePoint's business and future profitability.

ChargePoint is a U.S. corporation and thus subject to U.S. corporate income tax on its worldwide operations. Moreover, the majority of ChargePoint's operations and customers are located in the United States, and as a result, ChargePoint is subject to various U.S. federal, state and local taxes. New U.S. laws and policy relating to taxes may have an adverse effect on ChargePoint's business and future profitability. Further, existing U.S. tax laws, statutes, rules, regulations or ordinances could be interpreted, changed, modified or applied adversely to ChargePoint.

For example, on December 22, 2017, the Tax Cuts and Jobs Act of 2017 (“Tax Act”), was signed into law making significant changes to the Code, and certain provisions of the Tax Act adversely affect ChargePoint. In particular, sweeping changes were made to the U.S. taxation of foreign operations. Changes include, but are not limited to, a reduction to the corporate income tax rate, limiting interest deductions, a reduction to the maximum deduction allowed for net operating losses generated in tax years beginning after December 31, 2017, the elimination of carrybacks of net operating losses, adopting elements of a territorial tax system, assessing a repatriation tax or “toll-charge” on undistributed earnings and profits of U.S.-owned foreign corporations, and introducing certain anti-base erosion provisions, including a new minimum tax on global intangible low-taxed income and base erosion and anti-abuse tax. The Tax Act could be subject to potential amendments and technical corrections, and is subject to interpretations and implementing regulations by the U.S. Treasury and Internal Revenue Service (“IRS”), any of which could mitigate or increase certain adverse effects of the legislation.

In addition, the Tax Act may impact taxation in non-federal jurisdictions, including with respect to state income taxes as state legislatures respond to the Tax Act or any newly enacted federal tax legislation. Additionally, other foreign governing bodies have and may enact changes to their tax laws in reaction to the Tax Act or any newly enacted federal tax legislation that could result in changes to ChargePoint’s global tax position and adversely affect its business and future profitability.

As a result of ChargePoint’s operations in multiple jurisdictions, including jurisdictions in which the tax laws may not be favorable, ChargePoint’s tax rate may fluctuate, ChargePoint’s tax obligations may become significantly more complex and subject to greater risk of examination by taxing authorities or ChargePoint may be subject to future changes in tax law, the impacts of which could adversely affect ChargePoint’s after-tax profitability and financial results.

Because ChargePoint does not have a long history of operating at its present scale and it has significant expansion plans, ChargePoint’s effective tax rate may fluctuate in the future. Future effective tax rates could be affected by operating losses in jurisdictions where no tax benefit can be recorded under U.S. generally accepted accounting principles (“U.S. GAAP”), changes in the composition of earnings in countries with differing tax rates, changes in deferred tax assets and liabilities, or changes in tax laws. Factors that could materially affect ChargePoint’s future effective tax rates include, but are not limited to: (a) changes in tax laws or the regulatory environment, (b) changes in accounting and tax standards or practices, (c) changes in the composition of operating income by tax jurisdiction and (d) ChargePoint’s operating results before taxes.

Additionally, ChargePoint’s operations are subject to significant income, withholding and other tax obligations in the United States and may become subject to taxes in numerous additional state, local and non-U.S. jurisdictions with respect to its income, operations and subsidiaries related to those jurisdictions. ChargePoint’s after-tax profitability and financial results could be subject to volatility or be affected by numerous factors, including (a) the availability of tax deductions, credits, exemptions, refunds (including refunds of value added taxes) and other benefits to reduce ChargePoint’s tax liabilities, (b) changes in the valuation of ChargePoint’s deferred tax assets and liabilities, (c) expected timing and amount of the release of any tax valuation allowances, (d) tax treatment of stock-based compensation, (e) changes in the relative amount of ChargePoint’s earnings subject to tax in the various jurisdictions in which ChargePoint operates or has subsidiaries, (f) the potential expansion of ChargePoint’s business into or otherwise becoming subject to tax in additional jurisdictions, (g) changes to ChargePoint’s existing intercompany structure (and any costs related thereto) and business operations, (h) the extent of ChargePoint’s intercompany transactions and the extent to which taxing authorities in the relevant jurisdictions respect those intercompany transactions and (i) ChargePoint’s ability to structure ChargePoint’s operations in an efficient and competitive manner. Due to the complexity of multinational tax obligations and filings, ChargePoint may have a heightened risk related to audits or examinations by U.S. federal, state, local and non-U.S. taxing authorities. Outcomes from these audits or examinations could have an adverse effect on ChargePoint’s after-tax profitability and financial condition. Additionally, the IRS and several foreign tax authorities have increasingly focused attention on intercompany transfer pricing with respect to sales of products and services and the use of intangibles. Tax authorities could disagree with ChargePoint’s intercompany charges, cross-jurisdictional transfer pricing or other matters and assess additional taxes. If ChargePoint does not prevail in any such disagreements, its profitability may be affected.

ChargePoint’s after-tax profitability and financial results may also be adversely impacted by changes in the relevant tax laws and tax rates, treaties, regulations, administrative practices and principles, judicial decisions and interpretations thereof, in each case, possibly with retroactive effect. For example, the Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting has entered into force among the jurisdictions that have ratified it, including the United States. These changes could negatively impact ChargePoint’s taxation, especially as ChargePoint expands its relationships and operations internationally.

The ability of ChargePoint to utilize net operating loss and tax credit carryforwards is conditioned upon ChargePoint attaining profitability and generating taxable income. ChargePoint has incurred significant net losses since inception and it is anticipated that ChargePoint will continue to incur significant losses. Additionally, ChargePoint’s ability to utilize net operating loss and tax credit carryforwards to offset future taxable income may be limited.

As of January 31, 2026, ChargePoint had $1,163.6 million of U.S. federal and $456.2 million of California net operating loss carryforwards available to reduce future taxable income, of which $974.9 million of the U.S. federal net operating loss carryforwards can be carried forward indefinitely. The remaining $188.7 million of U.S. federal net operating loss carryforwards begin to expire in 2028 and the California state net operating loss carryforwards begin to expire in 2029. In addition, ChargePoint had net operating loss carryforwards for other states of $515.8 million, which began to expire in 2026. The Tax Act included a reduction to the maximum deduction allowed for net operating losses generated in tax years after December 31, 2017 and the elimination of carrybacks of net operating losses. It is possible that ChargePoint will not generate taxable income in time to utilize these net operating loss carryforwards.

In addition, net operating loss carryforwards and certain tax credits may be subject to significant limitations under Section 382 and Section 383 of the Code, respectively, and similar provisions of state law. Under those sections of the Code, if a corporation undergoes an "ownership change," the corporation's ability to use its pre-change net operating loss carryforwards and other pre-change attributes, such as research tax credits, to offset its post-change income or tax may be limited. In general, an "ownership change" will occur if there is a cumulative change in ownership by "5% stockholders" that exceeds 50 percentage points over a rolling three-year period. ChargePoint has experienced ownership changes since its incorporation and is already subject to limitations on its ability to utilize its existing net operating loss carryforwards and other tax attributes to offset taxable income or tax liability. In addition, changes in the ownership of its Common Stock during its fiscal year ended January 31, 2026 and future changes in ChargePoint's stock ownership, which are outside of ChargePoint's control, may trigger further ownership changes. Similar provisions of state tax law may also apply to limit ChargePoint's use of accumulated state tax attributes. As a result, even if ChargePoint earns net taxable income in the future, its ability to use its net operating loss carryforwards and other tax attributes accrued prior to these changes in ownership to offset such taxable income or tax liability may be subject to limitations, which could potentially result in increased future income tax liability to ChargePoint.

ChargePoint performed an analysis to assess whether an "ownership change," as defined by Section 382 of the Code, has occurred from its inception through January 31, 2026. Based on this analysis, ChargePoint has experienced "ownership changes," limiting the utilization of the net operating loss carryforwards or research and development tax credit carryforwards under Section 382 of the Code by first multiplying the value of the ChargePoint's stock at the time of the ownership change by the applicable long-term tax-exempt rate, and then applying additional adjustments, as required. As a result of the ownership changes, approximately $17.1 million of Federal net operating loss carryforwards, $17.5 million of California net operating loss carryforwards, and $4.7 million of federal tax credits were determined to have expired unutilized for income tax purposes. ChargePoint's net operating losses or credits may also be impaired under state law. Accordingly, ChargePoint may not be able to utilize a material portion of the net operating losses or credits. The ability of ChargePoint to utilize its net operating losses or credits is conditioned upon ChargePoint attaining profitability and generating U.S. federal and state taxable income. ChargePoint has incurred significant net losses since inception and will continue to incur significant losses; and therefore, ChargePoint does not know whether or when the combined carryforwards may be or may become subject to limitation by Sections 382 and 383 of the Code.

ChargePoint's reported financial results may be negatively impacted by changes in U.S. GAAP.

U.S. GAAP is subject to interpretation by the Financial Accounting Standards Board's Accounting Standards Codification, the SEC and various bodies formed to promulgate and interpret appropriate accounting principles. A change in these principles or interpretations could have a significant effect on reported financial results, and may even affect the reporting of transactions completed before the announcement or effectiveness of a change.

ChargePoint faces exposure to foreign currency exchange rate fluctuations which could have a material and adverse effect on its results of operations.

ChargePoint conducts transactions with its vendors and customers, as well as intercompany transactions, in currencies other than the U.S. Dollar, primarily the British Pound, Euro, Canadian Dollar and Indian Rupee. ChargePoint records revenues, cost of goods sold and operating expenses in the currencies of its subsidiaries where the transactions take place. As ChargePoint continues to grow its international operations, the amount of its revenues and expenditures that are denominated in foreign currencies will continue to increase in the future. Accordingly, changes in the value of foreign currencies relative to the U.S. Dollar could affect ChargePoint's revenue and operating results due to transactional and translational remeasurements that are reflected in its results of operations. As a result of such foreign currency exchange rate fluctuations, it could be more difficult to detect underlying trends in ChargePoint's business and results of operations. In addition, to the extent that fluctuations in currency exchange rates cause ChargePoint's results of operations to differ from its expectations or the expectations of its investors, the trading price of ChargePoint's Common Stock could be adversely affected. ChargePoint does not currently maintain a program to hedge exposures in foreign currencies. However, in the future, ChargePoint may use derivative instruments, such as foreign currency forward and option contracts, to hedge exposures to fluctuations in foreign currency exchange rates. The use of such hedging activities may not offset any or more than a portion of the adverse financial effects of unfavorable movements in foreign exchange rates over the limited time the hedges are in place. Moreover, the use of hedging instruments may introduce additional risks if ChargePoint is unable to structure effective hedges with such instruments.

Impairment of goodwill may require ChargePoint to record a significant charge to earnings.

ChargePoint is required under generally accepted accounting principles to review its intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is required to be tested for impairment at least annually. Factors that may be considered a change in circumstances indicating that the carrying value of ChargePoint's intangible assets and/or goodwill may not be recoverable include a decline in stock price and market capitalization, slower growth rates in ChargePoint's industry or ChargePoint's operations, and/or other materially adverse events that have implications on the profitability of

ChargePoint's business. ChargePoint may be required to record additional charges to earnings during the period in which any impairment of its goodwill or other intangible assets is determined which could adversely impact its results of operations.

ChargePoint incurs significant increased expenses and administrative burdens as a public company, which could have an adverse effect on its business, financial condition and results of operations.

ChargePoint faces increased legal, accounting, administrative, disclosure and other costs and expenses as a public company. Sarbanes-Oxley, including the requirements of Section 404, as well as rules and regulations subsequently implemented by the SEC, the Dodd-Frank Act and the rules and regulations promulgated and to be promulgated thereunder, the Public Company Accounting Oversight Board and the securities exchanges, impose additional reporting and other obligations on public companies. Compliance with public company requirements increases costs and make certain activities more time-consuming. A number of those requirements require ChargePoint to incur additional expenses associated with SEC reporting requirements. Furthermore, if any issues in complying with those requirements are identified ChargePoint may be subject to additional costs and expenses to come into compliance. ChargePoint has incurred costs and could incur additional costs to rectify new issues, and the existence of these issues could adversely affect its reputation or investor perceptions. In addition, as a public company, ChargePoint maintains director and officer liability insurance, for which it must pay substantial premiums. The additional reporting and other obligations imposed by rules and regulations applicable to public companies increase legal and financial compliance costs and the costs of related legal, accounting and administrative activities. Advocacy efforts by stockholders and third-parties may also prompt additional changes in governance and reporting requirements, which could further increase costs.

Risks Related to Legal Matters and Regulations

ChargePoint may be subject to various types of litigation, and its insurance may not be sufficient to cover damages related to those claims.

From time-to-time ChargePoint has been, currently is, and may in the future, be involved in lawsuits or other claims arising in the ordinary course of business, including those related to product liability, consumer protection, employment, breach of contract, intellectual property, tort, privacy and data protection, and other matters. ChargePoint has in the past, and may in the future, incur losses relating to claims filed against it, including costs associated with settling and defending against such claims, and there is risk that any such claims or liabilities will exceed its insurance coverage, not be covered by insurance or affect ChargePoint's ability to retain adequate liability insurance in the future. Even if a claim is unsuccessful or is not fully pursued, the negative publicity surrounding any such assertions could adversely affect ChargePoint's reputation. Due to the inherent uncertainties of litigation and other claims, ChargePoint cannot accurately predict the ultimate outcome of any such matters.

Privacy concerns and laws, or other domestic or foreign regulations, may adversely affect ChargePoint's business.

ChargePoint relies on data collected through charging stations or its mobile application, including usage data and geolocation data. ChargePoint uses this data in connection with providing its services and the research, development and analysis of its technologies. Accordingly, ChargePoint may be subject to or affected by a number of federal, state, local and international laws and regulations, as well as contractual obligations and industry standards, that impose certain obligations and restrictions with respect to data privacy and security and govern its collection, storage, retention, protection, use, processing, transmission, sharing and disclosure of personal information including that of ChargePoint's employees, customers, drivers and other third-parties with whom ChargePoint conducts business. National and local governments and agencies in the countries in which ChargePoint operates and in which its customers operate have adopted, are considering adopting, or may adopt laws and regulations regarding the collection, use, storage, processing and disclosure of information regarding consumers and other individuals, which could impact ChargePoint's ability to offer services in certain jurisdictions. Laws and regulations relating to the collection, use, storage, disclosure, security and other processing of individuals' information can vary significantly from jurisdiction to jurisdiction and are particularly stringent in Europe. The costs of compliance with, and other burdens imposed by, laws, regulations, standards and other obligations relating to privacy, data protection and information security are significant. In addition, some companies, particularly larger enterprises, often will not contract with vendors that do not meet these rigorous standards. Accordingly, the failure, or perceived inability, to comply with these laws, regulations, standards and other obligations may limit the use and adoption of ChargePoint's solutions, reduce overall demand, lead to regulatory investigations, litigation and significant fines, penalties, injunctions or liabilities for actual or alleged noncompliance, or slow the pace at which it closes sales or other transactions, any of which could harm its business. Moreover, if ChargePoint or any of its employees, contractors or vendors fail or are believed to fail to adhere to appropriate practices regarding customers' or employees' data, it may damage its reputation and brand.

Additionally, existing laws, regulations, standards and other obligations may be interpreted in new and differing manners in the future, and may be inconsistent among jurisdictions. Future laws, regulations, standards and other obligations, and changes in the interpretation of existing laws, regulations, standards and other obligations could result in increased regulation, increased costs of compliance and penalties for non-compliance, and limitations on data collection, use, disclosure and transfer for ChargePoint and its customers.

In addition, State Attorneys General have begun enforcement actions under state comprehensive privacy laws. Although ChargePoint initiated compliance programs designed to ensure compliance with state privacy laws after consulting with outside privacy counsel, ChargePoint may remain exposed to ongoing legal risks and compliance costs related to state privacy laws as well as evolving privacy and information security standards under consumer protection laws, including those enforced by the Federal Trade Commission ("FTC"). In the event ChargePoint is subject to litigation, penalties, or enforcement actions pursuant to the EU GDPR, UK GDPR, California Consumer Privacy Act ("CCPA"), California Invasion of Privacy Act ("CIPA") and similar state privacy laws in the United States, the FTC or other applicable state laws, ChargePoint may be subject to fines and penalties, remediation measures which will divert management's time and attention, as well as harm to its reputation.

Marketing and digital advertising laws such as the EU's "e-Privacy Directive" and the federal CAN-SPAM Act in the United States and similar state laws create further risks for ChargePoint should it not comply with those law's requirements concerning marketing, cookies and trackers, and email promotions. The e-Privacy Directive creates a risk of enforcement actions and fines and the CAN-SPAM Act authorizes class actions with statutory damages. In the United States, there are also putative class actions being brought based upon the use of cookies and trackers through novel theories including leveraging "wiretapping" laws. ChargePoint is currently subject to a putative class action filed under CIPA and it may need to expend costs and resources defending such litigation or enforcement action and any potential damages or fines awarded as the result of such actions, which could have an adverse effect on ChargePoint's business and reputation. In addition to government activity, privacy advocacy groups, the technology industry and other industries have established or may establish various new, additional or different self-regulatory standards that may place additional burdens on technology companies. Customers may expect that ChargePoint will meet voluntary certifications or adhere to other standards established by them or third-parties. If ChargePoint is unable to maintain these certifications or meet these standards, it could reduce demand for its solutions and adversely affect its business.

ChargePoint is subject to risks related to increasing sustainability and environmental, social and governance regulations and disclosure requirements, which may cause ChargePoint to incur significant and additional costs of compliance, and if ChargePoint's fails to comply with such regulations and reporting requirements its reputation and brand could be damaged, and its business, financial condition and results of operations could be adversely impacted.

ChargePoint's business faces increasing regulation and disclosure obligations related to environmental, social and governance issues, including supply chain management, climate change, safety, diversity and inclusion, workplace conduct, and human rights.

For example, in October 2023, the State of California adopted SB 253, the Climate Corporate Data Accountability Act, which require companies to annually disclose Scope 1, Scope 2, and Scope 3 greenhouse gas emissions and SB 261, Greenhouse Gases: Climate-Related Financial Risk which will require biennial disclosure of a company's financial risk caused by climate change. ChargePoint may in the future be subject to these and similar reporting requirements. In addition, ChargePoint and certain of its subsidiaries may be subject to the requirements of the European Union's Corporate Sustainability Reporting Directive (and its implementing laws, standards and regulations as well as other related European Union directives and regulations), which will require additional disclosures across environmental, social and governance topics, such as climate change, biodiversity, pollution, resource use, human capital management and supply chain labor standards, among other topics.

These and other reporting or disclosure requirements may not entirely align and thus require ChargePoint to duplicate certain or make different efforts or use different reporting methodologies in order to comply with each regulatory requirement. These, and additional legislation which may be passed, may cause ChargePoint to incur significant additional costs for compliance due to the need for expanded data collection, analysis, and certification with respect to greenhouse gas emissions and other climate change related risks. ChargePoint may also incur additional costs or require additional resources to monitor, report and comply with such stakeholder expectations, standards and legislation, and to meet climate change targets and commitments if established. If ChargePoint fails to meet applicable standards or expectations with respect to these issues across all of its operations and activities, its reputation and brand could be damaged, and its business, financial condition and results of operations could be adversely impacted.

ChargePoint is subject to evolving technical, safety, metrology (weights and measures), labeling and payment requirements for EV charging equipment and services; failure to comply with, or changes in, these requirements could increase costs, delay deployments, limit revenue recognition, reduce utilization of existing assets, or lead to enforcement actions.

ChargePoint's Networked Charging Systems and the ChargePoint Platform operate in a regulatory environment that imposes technical and commercial metering requirements when commercial transactions are the basis for sale (e.g., price per kWh), including those embodied in National Institute of Standards and Technology (NIST) Handbook 44 Section 3.40 for EV fueling equipment; compliance is enforced primarily at the state level and through the National Type Evaluation Program (NTEP) certifications or California Type Evaluation Program (CTEP) in California. In certain jurisdictions, these regulations are enforced through county and municipal governments. Additionally, publicly available charging stations in many states must meet payment and disclosure rules (e.g., labeling and fee disclosure requirements). Changes in how these standards are interpreted, phased in, or enforced—or how eligibility rules under government programs are tied to them—could result in additional testing, certification, software changes, retrofits, field "placed in service" procedures, incremental costs or operating expenses, temporary site shutdowns, refunds, penalties, or delayed revenue. If ChargePoint fails to meet these standards, its reputation and brand could be damaged, and its business, financial condition and results of operations could be adversely impacted.

As a result of ChargePoint's U.S. and international operations, it is subject to a variety of anti-corruption and anti-money laundering laws and regulations, and may face penalties and other adverse consequences for violations if it fails to meet the applicable legal and regulatory requirements.

Because of its U.S. and international operations, ChargePoint is subject to anti-corruption laws and regulations in the U.S. and internationally, including U.S. domestic bribery laws, the FCPA, the U.S. Travel Act, the Anti-Bribery Act and other applicable anti-bribery and corruption laws. In addition, ChargePoint may be subject to anti-money laundering laws in some countries in which it conducts activities. ChargePoint faces significant risks if it fails to comply with the FCPA and other anti-corruption laws, which are interpreted broadly and collectively prohibit companies and their employees, agents, contractors and other third-party intermediaries from promising, authorizing, offering, providing, soliciting and/or receiving, directly or indirectly, improper payments or anything else of value to or from persons in the public or private sector for the purpose of obtaining or retaining business, directing business to any person, or otherwise securing an improper advantage. The FCPA also requires U.S. public companies to make and keep books and records that accurately and fairly reflect the transactions of the corporation and to devise and maintain an adequate system of internal accounting controls. Enforcement activities under the FCPA, or other applicable anti-corruption laws or anti-money laundering laws may subject ChargePoint to administrative and legal proceedings and actions, which could result in substantial civil and criminal fines and penalties, imprisonment, the loss of export or import privileges, debarment, tax reassessments, preclusion from participating in public tenders, breach of contract and fraud litigation, adverse media coverage, reputational harm, and other consequences that could have an adverse effect on ChargePoint's business, operating results and prospects. In addition, ensuring compliance may be costly and time-consuming and responding to any enforcement action may result in a significant diversion of management's attention and resources, significant defense costs and other professional fees.

ChargePoint is subject to governmental export controls and economic sanctions laws that could impair its ability to compete in international markets and subject ChargePoint to liability if it is not in full compliance with applicable laws.

ChargePoint's business activities are subject to various restrictions under U.S. export controls and trade and economic sanctions laws, including the U.S. Commerce Department's Export Administration Regulations and economic and trade sanctions regulations maintained by the U.S. Treasury Department's Office of Foreign Assets Control. The U.S. export control laws and U.S. economic sanctions laws include prohibitions on the sale or supply of certain products and services to U.S. embargoed or sanctioned countries, governments, persons and entities and also require authorization for the export of encryption items. In addition, various countries regulate the import of certain encryption technology, including through import and licensing requirements, and have enacted laws that could limit ChargePoint's ability to distribute its products and services or could limit ChargePoint's customers' ability to implement ChargePoint's products in those countries. If ChargePoint fails to comply with these laws and regulations, ChargePoint and certain of its employees could be subject to civil or criminal penalties, including the possible loss of export privileges and monetary penalties. Obtaining the necessary authorizations, including any required license, for a particular transaction may be time-consuming, is not guaranteed, and may result in the delay or loss of sales opportunities. ChargePoint's products may have been in the past, and could in the future be, provided inadvertently in violation of such laws, despite the precautions ChargePoint takes to prevent its products from being provided in violation of such laws. Any violation could result in adverse consequences to ChargePoint, including government investigations and penalties which may adversely affect ChargePoint's operations and harm its reputation.

Existing and future environmental health and safety laws and regulations could result in increased compliance costs or additional operating costs or construction costs and restrictions. Failure to comply with such laws and regulations may result in substantial fines or other limitations that may adversely impact ChargePoint's financial results or results of operations.

ChargePoint and its operations, as well as those of ChargePoint's contractors, suppliers and customers, are subject to certain environmental laws and regulations, including laws related to the use, handling, storage, transportation and disposal of hazardous substances and wastes as well as electronic wastes and hardware, whether hazardous or not. These laws may require ChargePoint or others in ChargePoint's supply and operations chains to obtain permits and comply with procedures that impose various restrictions and obligations that may have material effects on ChargePoint's operations. If key permits and approvals cannot be obtained on acceptable terms, or if other operational requirements cannot be met in a manner satisfactory for ChargePoint's operations or on a timeline that meets ChargePoint's commercial obligations, it may adversely impact ChargePoint's business.

Environmental and health and safety laws and regulations can be complex and may be subject to change, such as through new requirements enacted at the supranational, national, sub-national and/or local level or new or modified regulations that may be implemented under existing law. The nature and extent of any changes in these laws, rules, regulations and permits may be unpredictable and may have material effects on ChargePoint's business. Future legislation and regulations or changes in existing legislation and regulations, or interpretations thereof, including those relating to hardware manufacturing, electronic waste or batteries, could cause additional expenditures, restrictions and delays in connection with ChargePoint's operations as well as other future projects, the extent of which cannot be predicted.

Further, ChargePoint currently relies on third-parties to ensure compliance with certain environmental laws, including those related to the disposal of hazardous and non-hazardous wastes. Any failure to properly handle or dispose of such wastes, regardless of whether such failure is ChargePoint's or its contractors, may result in liability under environmental laws, including, but not limited to, the Comprehensive Environmental Response, Compensation and Liability Act, under which liability may be imposed without regard to fault or degree of contribution for the investigation and clean-up of contaminated sites, as well as impacts to human health and damages to natural resources. Additionally, ChargePoint may not be able to secure contracts with third-parties to continue their key supply chain and disposal services for ChargePoint's business, which may result in increased costs for compliance with environmental laws and regulations.

Risks Related to Ownership of ChargePoint's Securities

Future sales of ChargePoint's Common Stock in the public market, or the perception that such sales may occur, could reduce ChargePoint's stock price, and any conversions of the 2028 Convertible Notes will, and any additional capital raised through the sale of equity or any future convertible securities ChargePoint may issue could, dilute existing stockholders' ownership.

ChargePoint may raise additional capital through the issuance of equity or debt securities in the future. In that event, the ownership of existing ChargePoint stockholders would be diluted and the value of the stockholders' equity in Common Stock could be reduced. If ChargePoint raised more equity capital from the sale of its Common Stock, institutional or other investors may negotiate terms more favorable than the current prices of ChargePoint's Common Stock. If ChargePoint issues debt securities, the holders of the debt would have a claim to ChargePoint assets that would be prior to the rights of stockholders until the debt is repaid. Interest on these debt securities would increase costs and could negatively impact operating results. In November 2025, ChargePoint completed a private exchange of $328.6 million of aggregate capitalized principal amount of its convertible notes with a maturity date of April 1, 2028 (the "2028 Convertible Notes" and such exchange, the "Exchange Transaction") resulting in $11.3 million of its 2028 Convertible Notes remaining outstanding. In connection with the Exchange Transaction, ChargePoint (i) issued $186.5 million in senior secured loans (the "2025 Senior Loan") pursuant to the 2025 Credit Agreement (described below), (ii) paid $25.0 million in cash, and (iii) issued warrants to purchase up to 1,671,000 shares of ChargePoint's Common Stock at an exercise price of $25.00 per share (the "2025 Warrants"). Pursuant to the 2025 Senior Loan, ChargePoint has the option, during the first year that the 2025 Senior Loan is outstanding, to elect to issue shares of ChargePoint Common Stock ("Interest Shares") in an amount equal to the quotient of (i) the amount of interest in respect of such interest period otherwise payable in cash and (ii) a price per share equal to the volume-weighted average price per share of ChargePoint's Common Stock for the thirty (30) consecutive trading days immediately preceding (but not including) the applicable interest payment date. Through January 31, 2026, ChargePoint has issued 193,210 of Interest Shares pursuant to the 2025 Senior Loan. The 2025 Senior Loan and 2028 Convertible Notes may decrease ChargePoint's business flexibility and access to capital, require a significant amount of cash to service, dilute the ownership interest of existing stockholders and otherwise depress the price of its Common Stock, and delay or hinder an otherwise beneficial takeover of the Company.

In addition, ChargePoint previously filed a Registration Statement on Form S-3 (File No. 333-265986), which permitted ChargePoint to offer up to $1.0 billion of shares of ChargePoint Common Stock, preferred stock, debt securities, warrants and rights in one or more offerings and in any combination, including in units from time to time, and simultaneously entered into an "at-the-market" sales agreement dated July 1, 2022, by and among ChargePoint and the underwriters thereto (the "2022 ATM Facility") which permitted ChargePoint to make offerings of up to $500.0 million of its Common Stock from time to time. On July 11, 2025, ChargePoint terminated the 2022 ATM Facility, and on September 8, 2025, ChargePoint entered into a new "at-the-market" sales agreement, by and between ChargePoint and the underwriter thereto, pursuant to which ChargePoint may from time to time sell shares of its Common Stock having an aggregate offering price of up to $150.0 million (the "2025 ATM Facility"). Sales of ChargePoint Common Stock pursuant to the 2025 ATM Facility, if any, will be made under ChargePoint's new registration statement on Form S-3 (File No. 333-290113) that ChargePoint filed with the SEC on September 8, 2025, amended on December 5, 2025 and was declared effective by the SEC on December 8, 2025 (the "2025 Shelf Registration Statement"). The 2025 Shelf Registration Statement will facilitate offers of up to $400.0 million of shares of Common Stock, preferred stock, debt securities, warrants and rights in one or more offerings and in any combination, including in units from time to time. The sale of a substantial number of shares of ChargePoint's Common Stock pursuant to the 2025 ATM Facility, the 2025 Shelf Registration Statement or otherwise, or anticipation of any such sales, could cause the trading price of ChargePoint's Common Stock to decline or make it more difficult for ChargePoint to sell equity or equity-related securities in the future at a time and at a price that ChargePoint might otherwise desire. In addition, issuances of any shares of ChargePoint's Common Stock sold pursuant to the 2025 ATM Facility or any securities sold pursuant to the 2025 Shelf Registration Statement will have a dilutive effect on our existing stockholders.

In accordance with Delaware law and the provisions of ChargePoint's Second Amended and Restated Certificate of Incorporation, as amended (the "Charter"), ChargePoint may issue preferred stock that ranks senior in right of dividends, liquidation or voting to its Common Stock. The issuance by ChargePoint of such preferred stock may (a) reduce or eliminate the amount of cash available for payment of dividends to other holders of ChargePoint's Common Stock, (b) diminish the relative voting strength of the total shares of Common Stock outstanding as a class, or (c) subordinate the claims of ChargePoint holders of Common Stock to ChargePoint assets in the event of a liquidation. ChargePoint cannot predict the size of future issuances of its Common Stock or any additional issuances of securities convertible into Common Stock or the effect, if any, that future issuances and sales of shares of its Common Stock will have on the market price of its Common Stock. Sales of substantial amounts of ChargePoint's Common Stock, including any shares issued upon the conversion or restructuring of the 2028 Convertible Notes, or pursuant to the 2025 ATM Facility, the 2025 Shelf

Registration Statement, any Interest Shares issued under the 2025 Credit Agreement, or in connection with an acquisition, or the perception that such sales could occur, may adversely affect prevailing market prices of ChargePoint's Common Stock.

ChargePoint has entered into the 2025 Credit Agreement, which imposes certain restrictions on its business and operations that may affect its ability to operate its business and make payments on its indebtedness.

ChargePoint, ChargePoint's subsidiary, ChargePoint, Inc. (the "Borrower"), and certain subsidiaries of ChargePoint as guarantors (the "Subsidiary Guarantors," and together with ChargePoint and the Borrower, the "Credit Parties") entered into a Credit and Security Agreement on November 14, 2025 with Alter Domus (US) LLC, as administrative agent and collateral agent, and the lenders party thereto (the "2025 Credit Agreement"). The 2025 Credit Agreement provides for the 2025 Senior Loan in an initial aggregate principal amount of $186.5 million. The 2025 Senior Loan matures on January 31, 2030 and does not amortize, except as described below. In accordance with the 2025 Credit Agreement, the Borrower prepaid an aggregate of $30.0 million of the 2025 Senior Loans in two equal installments of $15.0 million each, the first of which occurred on November 24, 2025, and the second of which occurred on February 17, 2026. The remaining 2025 Senior Loan bears interest at a fixed rate of 12.00% per annum, payable quarterly. For each of the first four quarterly interest payment dates, the Borrower may elect to pay in Interest Shares, valued based on the 30-day trailing volume-weighted average price ("VWAP") preceding the applicable interest payment date. Issuance of Interest Shares is subject to a cap of 19.99% of the Company's outstanding shares of Common Stock to comply with NYSE listing requirements, unless stockholder approval is obtained.

The Borrower's obligations under the 2025 Credit Agreement are guaranteed by ChargePoint and the Subsidiary Guarantors. In addition, the 2025 Senior Loan is secured by (i) a first priority pledge of the equity securities of the Borrower and certain of its subsidiaries, subject to customary exceptions (including a 65% limitation on pledges of first-tier foreign subsidiary equity, except with respect to foreign subsidiaries in specified jurisdictions), and (ii) first priority security interests in substantially all current and after-acquired tangible and intangible personal property of the Credit Parties, including intellectual property, in each case, subject to customary exclusions, permitted liens and other agreed limitations.

The 2025 Credit Agreement permits the Borrower to make voluntary prepayments at its discretion. On or prior to the second anniversary of the closing date, voluntary principal payments in respect of the 2025 Senior Loan and mandatory principal payments in connection with any acceleration of the 2025 Senior Loan will be subject to a customary make-whole premium based on the yield on U.S. Treasury notes with a maturity closest to the second anniversary of the closing date plus 50 basis points. Thereafter, principal payments in respect of such 2025 Senior Loan will be subject to a premium equal to (x) 2.00% after the second anniversary of the closing date and on or prior to the third anniversary of the closing date and (y) 0.00% thereafter. Notwithstanding the foregoing in the event of a change of control (as such term is defined in the 2025 Credit Agreement), the agent and the lenders constituting the required lenders (as such term is defined in the 2025 Credit Agreement) may declare 100% of the principal of, and accrued and unpaid interest, if any, on, the 2025 Senior Loan to be due and payable immediately, together with an additional prepayment premium in an amount equal to (1) 3.00% on or prior to the second anniversary of the closing date, (2) 2.00% after the second anniversary of the closing date and on or prior to the third anniversary of the closing date and (3) 0.00% thereafter.

The 2025 Credit Agreement contains (i) customary affirmative and negative covenants that, among other things, restrict the ability of ChargePoint and its subsidiaries to incur additional indebtedness, incur liens, make investments or acquisitions, declare or pay dividends or other restricted payments, dispose of assets, or enter into transactions with affiliates and (ii) customary events of default, including a cross-default to material indebtedness and bankruptcy-related triggers. In addition, the 2025 Credit Agreement requires the Borrower to maintain minimum liquidity of $25.0 million, tested on the last business day of each fiscal month. Liquidity includes unrestricted cash and cash equivalents held by the Credit Parties and up to $10.0 million in unused commitments under any revolving credit facility.

ChargePoint's ability to satisfy and comply with these restrictive covenants may be impacted by events beyond its control and ChargePoint may be unable to do so. The 2025 Credit Agreement and related security agreements provide that ChargePoint's breach or failure to satisfy certain covenants may constitute an event of default. Upon the occurrence of an event of default, the lenders under the 2025 Credit Agreement could elect to declare all amounts outstanding under the 2025 Credit Agreement to be immediately due and payable. In addition, the lenders, to whom the Credit Parties granted a security interest in substantially all of their respective assets, including their intellectual property, would have the right to proceed against such assets which were provided as collateral pursuant to the 2025 Credit Agreement and related security agreements. If any of the 2025 Senior Loan outstanding under the 2025 Credit Agreement was to be accelerated, ChargePoint may not have sufficient cash on hand or be able to generate sufficient cash to repay it, which may have an adverse effect on its business and operating results. Moreover, the 2025 Credit Agreement requires ChargePoint to dedicate a portion of its cash flow from operations to cash interest payments after the first four quarterly interest payments, thereby reducing the availability of ChargePoint's cash to fund working capital, capital expenditures and other general corporate purposes; increasing ChargePoint's vulnerability to adverse general economic, industry, or competitive developments or conditions; and limiting ChargePoint's flexibility in planning for, or reacting to, changes in its business and the industry in which it operates or in pursuing its strategic objectives.

ChargePoint may need to raise additional funds to support its operations and these funds may not be available when needed or may not be available on terms that are favorable to ChargePoint.

ChargePoint may need to raise additional capital in the future to further scale its business, expand to additional markets or repay or refinance its existing indebtedness, including its 2025 Senior Loan or 2028 Convertible Notes. ChargePoint may raise additional funds through the issuance of equity, equity-related or debt securities, or through obtaining credit from government or financial institutions. ChargePoint cannot be certain that additional funds will be available on favorable terms when required, or at all. In addition, if ChargePoint cannot raise additional funds when needed, its financial condition, results of operations, business and prospects could be materially and adversely affected. If ChargePoint raises funds through the issuance of debt securities or through loan arrangements, the terms of such arrangements could require significant interest payments or contain covenants that restrict ChargePoint's business, or other unfavorable terms, any of which could materially adversely affect ChargePoint's business.

ChargePoint has incurred substantial indebtedness that may decrease its business flexibility, access to capital, and/or increase its borrowing costs, and ChargePoint may still incur substantially more debt, which may adversely affect its operations and financial results.

The 2025 Credit Agreement includes broad restrictions and limitations on the additional indebtedness that ChargePoint and its subsidiaries may incur, provided however, that, in addition to certain customary exceptions to such restrictions and limitations, ChargePoint may raise additional non-recourse indebtedness through a qualified receivables financing or qualified receivables factoring facility in a principal amount not to exceed the lesser of $75 million and fifty percent (50.0%) of the sum of ChargePoint's Working Capital Balances (as defined in the 2025 Credit Agreement). Further, in April 2022, ChargePoint originally issued the 2028 Convertible Notes. The indenture for the 2028 Convertible Notes includes a restrictive covenant that, subject to specified exceptions, limits the ability of ChargePoint and its subsidiaries to incur secured debt in excess of $750.0 million. In addition, the indenture for the 2028 Convertible Notes separately includes customary terms and covenants, including certain events of default after which the holders of the 2028 Convertible Notes may accelerate the maturity of the 2028 Convertible Notes and declare 100% of the outstanding principal of, and accrued and unpaid interest, if any, on the 2028 Convertible Notes to become due and payable immediately.

The 2025 Credit Agreement provides that ChargePoint's breach or failure to satisfy certain covenants may constitute an event of default. Upon the occurrence of an event of default, the lenders under the 2025 Credit Agreement could elect to declare all amounts outstanding under the 2025 Credit Agreement to be immediately due and payable. As a result of these and other terms in the 2025 Credit Agreement and 2028 Convertible Notes, ChargePoint's indebtedness may:

- limit ChargePoint's ability to borrow additional funds for working capital, capital expenditures, acquisitions or other general business purposes;
- limit ChargePoint's ability to use its cash flow or obtain additional financing for future working capital, capital expenditures, acquisitions or other general business purposes;
- require ChargePoint to use a substantial portion of its cash flow from operations to make debt service payments;
- limit ChargePoint's flexibility to plan for, or react to, changes in its business and industry;
- place ChargePoint at a competitive disadvantage compared to its less leveraged competitors; and
- increase ChargePoint's vulnerability to the impact of adverse economic and industry conditions.

Further, the indenture governing the 2028 Convertible Notes does not restrict ChargePoint's ability to incur additional indebtedness other than secured debt, and the 2025 Credit Agreement includes certain exceptions to the restrictions and limitations on additional indebtedness that ChargePoint and its subsidiaries may incur, as described above. As a result, ChargePoint and its subsidiaries may incur substantial additional indebtedness in the future.

ChargePoint has never paid cash dividends on its capital stock and does not anticipate paying dividends in the foreseeable future.

ChargePoint has never paid cash dividends on its capital stock and currently intends to retain any future earnings to fund the growth of its business. Any determination to pay dividends in the future will be at the discretion of ChargePoint's board of directors (the "Board") and will depend on financial condition, operating results, capital requirements, general business conditions and other factors that the Board may deem relevant. As a result, capital appreciation, if any, of Common Stock will be the sole source of gain for the foreseeable future.

The price of ChargePoint's Common Stock may be subject to wide fluctuations and purchasers of ChargePoint's Common Stock could incur substantial losses.

The trading price of ChargePoint's Common Stock will be volatile and could be subject to wide fluctuations in response to various factors, some of which are beyond ChargePoint's control. These factors include:

- actual or anticipated fluctuations in operating results;
- failure to meet or exceed financial estimates and projections of the investment community or that ChargePoint provides to the public;
- issuance of new or updated research or reports by securities analysts or changed recommendations for the industry in general;

- announcements of significant acquisitions, strategic partnerships, joint ventures, collaborations or capital commitments;
- changes in competitive factors;
- operating and share price performance of other companies in ChargePoint's industry or related markets;
- sales of shares of ChargePoint's Common Stock into the market;
- the timing and magnitude of investments in the growth of the business;
- actual or anticipated changes in laws and regulations, including U.S. monetary policy;
- additions or departures of key management or other personnel;
- increased labor costs;
- significant commercial disputes, litigation or threats of litigation with key commercial partners, investors or stockholders;
- disputes or other developments related to intellectual property or other proprietary rights, including litigation;
- the ability to market new and enhanced solutions on a timely basis;
- sales of substantial amounts of the Common Stock by the members of the Board, executive officers or significant stockholders or the perception that such sales could occur;
- changes in capital structure, including future issuances of securities or the incurrence of debt; and
- general economic, political and market conditions, including those resulting from the ongoing conflict between Russia and Ukraine, ongoing conflicts in the Middle East involving the United States, Iran, Israel and other Gulf States, rising political tensions with China and increased trade restrictions by governmental and private entities; and
- failure to maintain compliance with the listing standards of the NYSE.

In addition, the stock market in general, and the stock prices of technology companies in particular, have experienced extreme price and volume fluctuations. Broad market and industry factors likely have seriously affected and may continue to seriously affect the market price of ChargePoint's Common Stock, regardless of actual operating performance. In addition, in the past, following periods of volatility in the overall market and the market price of a particular company, such a company has often been subject to increased shareholder activism, hostile bids attempts or securities class action litigation. If ChargePoint is subject to increased shareholder activism, hostile bids or additional securities class action litigation as a result of actual and potential market price volatility described above, it could result in substantial costs, divert management's attention and resources and could have an adverse effect on ChargePoint's operating results, financial condition and results of operations.

ChargePoint is currently and may in the future be subject to securities class action and stockholder derivative actions. These, and potential similar or related litigation, could result in substantial damages, divert management's time and attention from ChargePoint's business and adversely impact its business, results of operations and financial condition.

ChargePoint is currently, and may in the future become, the target of securities class actions or stockholder derivative claims. Securities-related class action litigation has often been brought against companies as the result of volatility experienced in the market price of their securities. This risk is especially relevant for ChargePoint as it experiences significant stock price volatility in connection with the expansion of the developing electric vehicle charging infrastructure market and introduction of new products. Volatility in ChargePoint's stock price and other matters affecting ChargePoint's business and operations has, and may in the future, subject ChargePoint to actual and threatened securities class actions or stockholder derivative claims. For example, on November 29, 2023, a class action lawsuit alleging violations of federal securities laws was filed against ChargePoint and certain of its former officers, and a second class action lawsuit was filed on January 22, 2024. In May 2024, the U.S. District Court for the Northern District of California consolidated the class actions into one action captioned Khan v. ChargePoint Holdings, Inc., et al. The operative complaint alleges that ChargePoint and certain of its former officers made materially false and misleading statements in violation of Section 10(b) and Rule 10(b)-5(b) of the Exchange Act regarding, (1) ChargePoint's revenue; and (2) the value of ChargePoint's inventory. The plaintiffs also allege that ChargePoint and certain of its former officers engaged in a scheme to prematurely recognize revenue in violation of Section 10(b) and Rules 10(b)-5(a) and (c) of the Exchange Act. Derivative actions have been filed in the U.S. District Court for the District of Delaware and the U.S. District Court for the Northern District of California against the Board and certain of its former officers, alleging that they breached their fiduciary duties to ChargePoint in connection with the same alleged events and alleged materially false and misleading statements asserted in the class action described above. In connection with the class action, ChargePoint could be forced to make significant payments to or other settlements with its stockholders and their lawyers that are outside of ChargePoint's insurance coverage, and such payments or settlement arrangements could have a material adverse effect on ChargePoint's business, operating results or financial condition. In addition, ChargePoint's involvement in these matters, as well as any future litigation or other administrative proceedings could cause ChargePoint to incur substantial expenses and could significantly divert the time and attention of

ChargePoint's management. Any public announcements related to litigation or administrative proceedings initiated or threatened against ChargePoint could cause its stock price to decline. See Note 7, *Commitments and Contingencies* in Part II, Item 8, "Financial Statements" of this Annual Report on Form 10-K, under "Legal Proceedings" for more information related to ChargePoint's existing securities class action and stockholder derivative actions.

Servicing the 2025 Senior Loan and 2028 Convertible Note obligations will require a significant amount of cash.

ChargePoint's ability to make scheduled payments of the principal of, to pay interest on, or to refinance its indebtedness, including the amounts payable under the 2025 Credit Agreement and 2028 Convertible Notes, depends on its future performance, which is subject to economic, financial, competitive, and other factors beyond its control. ChargePoint's business may not generate cash flow from operations in the future sufficient to service its indebtedness and make necessary capital expenditures.

The 2025 Senior Loan will bear interest at a fixed rate of 12.00% per annum, payable quarterly. For each of the first four quarterly interest payment dates, after November 14, 2025, the Borrower may elect to pay Interest Shares in shares of Common Stock of ChargePoint, valued based on the 30-day VWAP preceding the applicable interest payment date and the Borrower did elect to pay Interest Shares for the first quarterly interest payment. Issuance of Interest Shares is subject to a cap of 19.99% of the Company's outstanding shares of Common Stock to comply with NYSE listing requirements, unless stockholder approval is obtained. After the first four quarterly interest payments, ChargePoint will pay cash interest on a quarterly basis on each of February 15, May 15, August 15 and November 15. Interest on the 2028 Convertible Notes is payable semi-annually in arrears on April 1 and October 1, and the 2028 Convertible Notes will mature on April 1, 2028, unless redeemed, repurchased or converted in accordance with their terms prior to such date. ChargePoint can elect to make any interest payment with respect to the 2028 Convertible Notes in cash or in kind through an increase in the principal amount of the 2028 Convertible Notes (PIK Interest) (or any combination thereof). To the extent ChargePoint elects PIK Interest, the 2028 Convertible Notes bear interest at a rate of 8.50% per annum, compared to 7.00% per annum to the extent paid in cash. For the interest periods from April 1, 2025 through October 1, 2025, ChargePoint elected the option of paying PIK Interest which increased the effective interest rate payable on the 2028 Convertible Notes, increased the capitalized principal amount of the 2028 Convertible Notes and may increase dilution to ChargePoint's stockholders to the extent the 2028 Convertible Notes are converted into shares of Common Stock pursuant to their terms. See Note 6, *Debt* in Part II, Item 8, "Financial Statements" of this Annual Report on Form 10-K, under "2028 Convertible Notes" for more information related to ChargePoint's election of PIK Interest payments.

If ChargePoint is unable to generate sufficient cash flow to pay the principal and/or interest on its indebtedness, ChargePoint's flexibility in how it pays interest on the 2025 Senior Loan and 2028 Convertible Notes may be limited and it may be required to adopt one or more alternatives, such as selling assets, restructuring debt, or obtaining additional equity capital on terms that may be onerous or highly dilutive, to pay its outstanding indebtedness. ChargePoint's ability to refinance its indebtedness will depend on the capital markets and its financial condition at such time. For example, interest rate increases and/or other monetary policy changes could ultimately result in higher short-term and/or long-term interest rates and could otherwise impact the general availability of credit. Higher prevailing interest rates and/or a tightening supply of credit would adversely affect the terms upon which ChargePoint would be able to refinance its indebtedness, if at all. As a result, ChargePoint may not be able to engage in any of these activities or engage in these activities on desirable terms, which could result in a default on its debt obligations.

In the event of a change of control (as such term is defined in the 2025 Credit Agreement) holders of the outstanding principal amount of the 2025 Senior Loan will have the right to repayment of the outstanding initial term loan and an additional prepayment premium equal to (i) 3% of the outstanding initial term loan amount if made on or prior to November 14, 2027, or (ii) 2% of the outstanding initial term loan amount if made after November 14, 2027 and prior to November 14, 2028, in each case plus any accrued and unpaid interest. In the event of a fundamental change or a change in control transaction (each such term as defined in the indenture governing the 2028 Convertible Notes), holders of the 2028 Convertible Notes will have the right to require ChargePoint to repurchase all or a portion of their 2028 Convertible Notes at a price equal to 100% of the capitalized principal amount of 2028 Convertible Notes, in the case of a fundamental change, or 125% of the capitalized principal amount of 2028 Convertible Notes, in the case of a change in control transaction, in each case plus any accrued and unpaid interest to, but excluding, the repurchase date.

These features of the 2025 Senior Loan and 2028 Convertible Notes could have the effect of delaying or preventing a change of control of ChargePoint, whether or not it is desired by, or beneficial to, ChargePoint's stockholders, and may result in the acquisition of ChargePoint on terms less favorable to its stockholders than it would otherwise be, or could require ChargePoint to pay a portion of the consideration available in such a transaction to lenders under the 2025 Credit Agreement or holders of the 2028 Convertible Notes. In addition, upon conversion of the 2028 Convertible Notes, unless ChargePoint elects to deliver solely shares of its Common Stock to settle such conversion (other than paying cash in lieu of delivering any fractional share), ChargePoint will be required to make cash payments in respect of the 2028 Convertible Notes being converted. However, ChargePoint may not have enough available cash, or be able to obtain sufficient financing, at the time it is required to pay cash with respect to the 2028 Convertible Notes being converted.

The conditional conversion feature of the 2028 Convertible Notes, when triggered, may adversely affect ChargePoint's financial condition and operating results. In addition, any such conversion of the 2028 Convertible Notes will dilute the ownership interest of existing stockholders, including holders who had previously converted their 2028 Convertible Notes, or may otherwise depress ChargePoint's stock price.

Prior to the close of business on the business day immediately preceding January 1, 2027, the 2028 Convertible Notes will be convertible subject to the satisfaction of certain conditions set forth in the indenture for such 2028 Convertible Notes. On or after January

1, 2027, holders of the 2028 Convertible Notes will have the right to convert all or a portion of their 2028 Convertible Notes at any time prior to close of business on the second scheduled trading day immediately preceding the maturity date. Once any such conditional conversion feature of the 2028 Convertible Notes is triggered, holders of the 2028 Convertible Notes will be entitled to convert their 2028 Convertible Notes at any time during the specified periods at their option. If one or more holders elect to convert their 2028 Convertible Notes, unless ChargePoint elects to satisfy its conversion obligation by delivering solely shares of its Common Stock (other than paying cash in lieu of delivering any fractional share), ChargePoint would be required to settle a portion or all of its conversion obligation in cash, which could adversely affect its liquidity.

In addition, the conversion of some or all of the 2028 Convertible Notes will dilute the ownership interests of existing stockholders to the extent ChargePoint delivers shares of Common Stock upon such conversion. Any sales in the public market of ChargePoint Common Stock issuable upon such conversion could adversely affect prevailing market prices of ChargePoint Common Stock. In addition, the existence of the 2028 Convertible Notes may encourage short selling by market participants because the conversion of the 2028 Convertible Notes could be used to satisfy short positions, or anticipated conversion of the 2028 Convertible Notes into shares of ChargePoint's Common Stock could depress ChargePoint's stock price.

The accounting method for convertible debt securities that may be settled in cash, such as the 2028 Convertible Notes, could have a material effect on ChargePoint's reported financial results.

The accounting method for reflecting the 2028 Convertible Notes on ChargePoint's balance sheet, accruing interest expense for the 2028 Convertible Notes, and reflecting the underlying shares of its Common Stock in ChargePoint's reported diluted earnings per share may adversely affect its reported earnings and financial condition.

ChargePoint expects that, under applicable accounting principles, the initial liability carrying amount of the $11.3 million aggregate principal amount of convertible notes originally issued by ChargePoint on April 1, 2022 (the "Original Convertible Notes") will be the fair value of a similar debt instrument that does not have a conversion feature, valued using its cost of capital for straight, unconvertible debt. ChargePoint has reflected the difference between the net proceeds from the sale of the Original Convertible Notes and the initial carrying amount as a debt discount for accounting purposes, which is amortized into interest expense over the term of the Original Convertible Notes. The amendment of the indenture originally governing the Original Convertible Notes in October 2023 resulted in the Company utilizing modification accounting, which resulted in the increase in the fair value of the embedded conversion option feature to further reduce the carrying value of the 2028 Convertible Notes, as amended, resulting in an increase in debt issuance cost to be amortized to interest expense over the repayment period. As a result of this amortization, the interest expense to be recognized for the 2028 Convertible Notes for accounting purposes will be greater than the cash interest payments ChargePoint may pay on the 2028 Convertible Notes, were it to elect to pay interest in cash, which results in lower reported net income. The lower reported income (or higher net loss) resulting from this accounting treatment could depress the trading price of ChargePoint's Common Stock and the 2028 Convertible Notes. In addition, under Accounting Standards Update 2020-06, Debt--Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging--Contracts in Entity's Own Equity (Subtopic 815-40), diluted earnings per share is generally calculated assuming that all the 2028 Convertible Notes were converted solely into shares of Common Stock at the beginning of the reporting period, unless the result would be anti-dilutive. The application of this "if-converted" method may reduce ChargePoint's reported diluted earnings per share.

Furthermore, if any of the conditions to the convertibility of the 2028 Convertible Notes is satisfied, then ChargePoint may be required under applicable accounting standards to reclassify the liability carrying value of the 2028 Convertible Notes as a current, rather than a long-term, liability. This reclassification could be required even if no noteholders convert their 2028 Convertible Notes and could materially reduce ChargePoint's reported working capital.

ChargePoint recently completed a reverse stock split of its shares of Common Stock, which could adversely affect the market price and liquidity of ChargePoint's Common Stock due to the reduced number of shares outstanding and could potentially have an antitakeover effect.

On February 19, 2025, ChargePoint received a notification letter from the NYSE that it was not in compliance with the continued listing requirements of the NYSE because the average closing price of its Common Stock was less than $1.00 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 (the "Minimum Price Criteria"). On July 28, 2025, ChargePoint effected a 1-for-20 reverse stock split of its Common Stock (the "Reverse Stock Split") and its shares began trading on a post-split basis on July 28, 2025. Subsequently, ChargePoint received notice from the NYSE that as of July 31, 2025, ChargePoint was no longer considered below the Minimum Price Criteria. While ChargePoint intends to maintain continued compliance with the Minimum Price Criteria and the other listing requirements of the NYSE, there is no guarantee that ChargePoint will be successful. Further, if ChargePoint fails to meet the Minimum Price Criteria, and (i) ChargePoint has effected a reverse stock split over the prior one-year period or (ii) has effected one or more reverse stock splits over the prior two-year period with a cumulative ratio of 200 shares or more to one, then ChargePoint will not be eligible for any cure period specified in Section 802.01C of the NYSE Listed Company Manual and the NYSE will immediately commence suspension and delisting procedures with respect to ChargePoint's Common Stock in accordance with Section 804.00 of the NYSE Listed Company Manual. If, in the future, ChargePoint is unable to meet the Minimum Price Criteria or any other continued listing requirement of the NYSE, ChargePoint's Common Stock could be delisted from the NYSE. If ChargePoint's Common Stock were to be delisted, the liquidity of ChargePoint's Common Stock would be adversely affected and the market price of its Common Stock could decrease. In addition, trading of ChargePoint's Common Stock would likely be conducted on an over-the-counter market, such as those maintained by OTC Markets Group. Such a downgrading in ChargePoint's listing market could limit its ability to make a market in its Common Stock and could impact purchases or sales of its securities, and investors could find it more difficult to dispose of, or to obtain accurate quotations as to the price of, ChargePoint's Common Stock. To relist shares of ChargePoint's Common Stock on the NYSE, ChargePoint would also be required to meet the initial listing requirements for the NYSE, which are more stringent than the continued listing requirements.

Reducing the number of outstanding shares of ChargePoint's Common Stock through the Reverse Stock Split increased the per share trading price of ChargePoint's Common Stock which, in turn, caused ChargePoint to meet the Minimum Price Criteria. However, there is no assurance that:

- the market price per share of ChargePoint's Common Stock after the Reverse Stock Split will rise in proportion to the reduction in the number of shares outstanding before the Reverse Stock Split;
- the Reverse Stock Split will result in a per-share price that would attract brokers and investors who do not trade in lower-priced stocks;
- the Reverse Stock Split will result in a per-share price that will increase ChargePoint's ability to attract and retain employees and other service providers; or
- the Reverse Stock Split will promote greater liquidity for ChargePoint's stockholders with respect to their shares.

In addition, the Reverse Stock Split reduced the number of outstanding shares of ChargePoint's 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 ChargePoint's Common Stock that are authorized and unissued has increased relative to the number of issued and outstanding shares of ChargePoint's 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 the Charter, applicable law or the rules of any stock exchange on which ChargePoint's securities may then be listed. The issuance of additional shares would be dilutive to ChargePoint's existing stockholders and may cause a decline in the trading price of ChargePoint's Common Stock. The issuance of authorized but unissued shares of Common Stock could be used to deter a potential takeover of ChargePoint 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. ChargePoint does not have any plans or proposals to adopt provisions or enter into agreements that may have material anti-takeover consequences.

The market price of ChargePoint's Common Stock is based on ChargePoint's performance and other factors, some of which are unrelated to the number of shares outstanding. If the market price of ChargePoint's Common Stock declines, the percentage decline as an absolute number and as a percentage of ChargePoint's overall market capitalization may be greater than would have occurred in the absence of the Reverse Stock Split.

The coverage of ChargePoint's business or its securities by securities or industry analysts or the absence thereof could adversely affect the trading price and volume of ChargePoint's Common Stock and other securities.

The trading market for ChargePoint's securities is influenced in part by the research and other reports that industry or securities analysts publish about ChargePoint or its business or industry from time to time. ChargePoint does not control these analysts or the content and opinions included in their reports. If no or few analysts continue equity research coverage of ChargePoint, the trading price and volume of ChargePoint's securities would likely be negatively impacted. If analysts do cover ChargePoint and one or more of them downgrade its securities, or if they issue other unfavorable commentary about ChargePoint or its industry or inaccurate research, the trading price of ChargePoint's Common Stock and other securities would likely decline. Furthermore, if one or more of these analysts cease coverage or fail to regularly publish reports on ChargePoint, it could lose visibility in the financial markets. Any of the foregoing would likely cause the trading price and volume of ChargePoint's Common Stock and other securities to decline.

Anti-takeover provisions contained in ChargePoint's governing documents and applicable laws could impair a takeover attempt.

ChargePoint's Charter and Amended and Restated Bylaws (the "A&R Bylaws") afford certain rights and powers to the Board that could contribute to the delay or prevention of an acquisition that it deems undesirable. ChargePoint is also subject to Section 203 of the Delaware General Corporation Law and other provisions of Delaware law that limit the ability of stockholders in certain situations to effect certain mergers. Any of the foregoing provisions and terms that have the effect of delaying or deterring a change in control could limit the opportunity for stockholders to receive a premium for their shares of their Common Stock and could also affect the price that some investors are willing to pay for the Common Stock. ChargePoint's Charter provides, subject to limited exceptions, that the Court of Chancery of the State of Delaware will be the sole and exclusive forum for certain stockholder litigation matters, which could limit stockholders' ability to obtain a more favorable judicial forum for disputes with ChargePoint or its directors, officers, employees or stockholders.

The Charter requires, to the fullest extent permitted by law, that derivative actions brought on behalf of ChargePoint, actions against current or former directors, officers, stockholders or, subject to certain exceptions, employees for breach of fiduciary duty and certain other actions may be brought in the Court of Chancery in the State of Delaware or, if that court lacks subject matter jurisdiction, another federal or state court situated in the State of Delaware. Any person or entity purchasing or otherwise acquiring or holding any interest in shares of capital stock of ChargePoint shall be deemed to have notice of and consented to the forum provisions in the certificate of incorporation. In addition, the Charter and A&R Bylaws provide that, unless ChargePoint consents in writing to another forum, the federal district courts of the United States shall, to the fullest extent of the law, be the exclusive forum for the resolution of any complaint asserting a cause of action under the Securities Act of 1933, as amended, or the Exchange Act.

The choice of forum provision in ChargePoint's Charter may limit a stockholder's ability to bring a claim in a judicial forum that it finds favorable for disputes with ChargePoint or any of its directors, officers, other employees or stockholders, which may discourage lawsuits with respect to such claims. Alternatively, if a court were to find the choice of forum provision to be inapplicable or unenforceable in an action, ChargePoint may incur additional costs associated with resolving such action in other jurisdictions, which could harm its business, operating results and financial condition.

Warrants are exercisable for ChargePoint's Common Stock, which would increase the number of shares eligible for future resale in the public market and result in dilution to ChargePoint's stockholders.

As of January 31, 2026, warrants to purchase ChargePoint's Common Stock were exercisable for 3,395,961 shares of Common Stock. Any shares of ChargePoint's Common Stock issued upon exercise of warrants, including the 2025 Warrants, will result in dilution to the then existing holders of Common Stock and increase the number of shares eligible for resale in the public market. Sales of substantial numbers of such shares in the public market could adversely affect the market price of ChargePoint's Common Stock.

Item 1B. Unresolved Staff Comments.

None.

Item 1C. Cybersecurity

Risk Management Strategy and Framework

ChargePoint relies on critical internal and third-party information technology systems, including its ChargePoint Platform, mobile applications, Networked Charging Systems and network operating system, to deliver its products and services to charging station owners and EV drivers. In addition, ChargePoint stores and maintains personal, confidential and private information, including information related to its customers, vendors, mobile application users and employees. ChargePoint refers to the foregoing as its "IT Infrastructure and Confidential Information."

To safeguard the privacy and security of ChargePoint's IT Infrastructure and Confidential Information, ChargePoint has implemented a nine-point information security management program designed to identify cybersecurity threats, assess risks, implement remediation measures, and to support internal or external reporting, as set forth below:

- **Product & Application Security** – focuses on building capabilities to detect, mitigate, and monitor security risks to ChargePoint's hardware (networked charging stations, embedded devices, and telematics devices) and software (ChargePoint Platform, web and mobile) products. ChargePoint conducts internal and external penetration tests, scans code and runs an active bug bounty program to detect security flaws within its architecture, design, and product components. ChargePoint's comprehensive risk management plan then associates identified findings to ChargePoint's risk mitigation roadmaps;

- **ChargePoint Platform & IT Infrastructure Security** – focuses on detecting, mitigating, and monitoring risks to ChargePoint's critical information technology and cloud infrastructure that supports its network and products. ChargePoint has configured tools to continuously scan its cloud infrastructure operating systems, containers, and code pipeline to detect vulnerabilities and software flaws, which are then remediated through its patch management program;

- **Data Security** – focuses on building capabilities to detect, mitigate, and monitor risks to confidential (intellectual property, financials, etc.) and sensitive data (customer data, personally identifiable information, security data, etc.) and secures the data at rest and in transmission through cryptographic mechanisms;

- **Identity & Access Management Security** – focuses on securely creating and managing identities and authorizing appropriate role-based access to ChargePoint's network environment based on best practices;

- **Security Compliance** – focuses on complying with applicable cybersecurity regulatory requirements and continuously monitoring the ChargePoint network environment to detect and mitigate non-compliance. ChargePoint engages external auditors and consultants to assess its information security management program as well as compliance with standards. As of January 2026, ChargePoint's information security management programs have been certified as compliant with the ISO: 27001, SOC 2 Type 2, PCI DSS v4.0.1 standards and with the Federal Risk and Authorization Management Program (FedRAMP);

- **End User Security Risks** – focuses on building capabilities to detect, monitor and mitigate security risks that arise from negligence and malicious insider intent. In addition to securing endpoints and their access to ChargePoint's network environment, ChargePoint implements an active cybersecurity training and awareness program for its workforce which includes cybersecurity and privacy awareness training for all employees during onboarding and then annually thereafter. Similarly, each employee that has access to ChargePoint's payment processing information technology environment or dedicated federal cloud environment are provided specific PCI DSS and FedRAMP awareness training prior to being granted such access and annually thereafter. ChargePoint also conducts annual phishing tests and leverages internal public forums such as townhalls, slack channels, and email newsletters to provide guidance and keep employees updated on the latest cybersecurity threats, trends, and attacks;

- **Third-Party Security Risks** – focuses on building capabilities to detect, mitigate, and monitor security risks that arise from vendors and suppliers. ChargePoint third-party service providers are subject to a ranking and risk assessment evaluation prior to contracting with such service provider, during which time, ChargePoint assesses the third-party service providers' security posture, practices, and relevant certifications;

- **Cyber Threats** – focuses on building cyber threat identification capabilities by, among other methods, implementation of manual and automated tools, subscribing to reports and services to identify, detect, monitor and mitigate cyber threats in ChargePoint's environment on an ongoing basis. In the event a threat or risk is identified, ChargePoint maintains and implements an incident response plan. Incidents, once identified or reported, are investigated by the security operation center (SOC) and incident response (IR) teams to determine the magnitude of any impact, exposure to and affects upon ChargePoint assets (if any), and to work to respond to the incident, quarantine any threat and minimize exposure to ChargePoint and its customers or vendors; and

- **Privacy** – focuses on building capabilities to safeguard the privacy of ChargePoint's customers, employees, and partners in alignment with local and global privacy regulations.

Assessing, identifying and managing cybersecurity related risks are integrated into ChargePoint's overall risk operating model. To the extent cybersecurity risks are identified, risk leads are assigned to gather findings and identify gaps, escalate critical or high risks and report findings to ChargePoint's Chief Information Security Officer ("CISO"). The CISO presents critical risks and risk heat maps to the Audit Committee of the Board of Directors at least annually or more frequently as necessary. Despite ChargePoint's investments to detect, mitigate, and monitor risks across its products, services, and operational environment, no information security management program can fully guarantee protection against all potential cybersecurity risks, and there can be no assurances that ChargePoint will not be materially affected by such risks in the future. ChargePoint remains committed to continuously enhancing its information security management program to safeguard its IT Infrastructure and Confidential Information.

Cybersecurity Leadership and Management

ChargePoint's information security management programs are designed and implemented by its Chief Information Security Officer (CISO). ChargePoint's management team, including its executive management and information technology (IT) management team, is responsible for assessing and managing its material risks from cybersecurity threats. The IT management team has primary responsibility for ChargePoint's overall cybersecurity risk management program and supervises both its internal cybersecurity personnel and retained external cybersecurity consultants. ChargePoint's IT management team has certifications from various organizations, such as CISSP (Certified Information Security Professional), CEH (Certified Ethical Hacker), CIPP (Certified Information Privacy Professional), CIPM (Certified Information Privacy Manager), OSCE (Offensive Security Certified Expert) and CISA (Certified Information Systems Auditor).

ChargePoint's IT Infrastructure and Confidential Information is managed and secured across functional reporting lines with segregated duties for responsible individuals for (1) cloud security, SOC, and individual access management, (2) governance, risk, compliance and privacy, (3) product security, and (4) infrastructure. ChargePoint's risk assessment methodology implements continuous reporting requirements of ChargePoint's cybersecurity risk management performance, which includes (i) a quarterly risk program status report to ChargePoint's CISO and (ii) executive reports by the CISO on ChargePoint's cybersecurity risk posture to executive leadership no less than every six months.

Board Oversight of Cybersecurity Risk

The Audit Committee of ChargePoint's Board of Directors has primary responsibility for overseeing ChargePoint's information security management program relating to its IT Infrastructure and Confidential Information. As part of the Audit Committee's oversight of risks from cybersecurity threats, the CISO leads an annual review and discussion with the Board of Directors dedicated to ChargePoint's information security management program. The CISO provides updates on ChargePoint's information security management program to the Audit Committee at least every six months and additional updates throughout the year as necessary.

For further information regarding the risks to ChargePoint associated with cybersecurity incidents and other events, including information and security breaches, and how such risks may affect ChargePoint, see the Risk Factors in Part 1, Item 1A of this Annual

Report on Form 10-K entitled, “ChargePoint is highly reliant on its networked charging solution and information technology systems and data, and those of its service providers and component suppliers; any of these systems and data may be subject to cyber-attacks, service disruptions or other security incidents, which could result in data breaches, loss or interruption of services, intellectual property theft, claims, litigation, regulatory investigations, significant liability, reputational damage and other adverse consequences” and “Computer malware, viruses, ransomware, hacking, phishing attacks and similar disruptions could result in security and privacy breaches and interruption in service, which could harm ChargePoint’s business.” To date, ChargePoint has not identified any risks from a cybersecurity threat or incident, that the Company believes has, or is reasonably likely to, materially affect ChargePoint, its business strategy, results of operation or financial condition.

Item 2. Properties.

The corporate headquarters and principal operations is located in Campbell, California, and consists of approximately 62,000 square feet of office space under leases that expire on August 31, 2029. ChargePoint believes this space is sufficient to meet its needs for the foreseeable future and that any additional space ChargePoint may require will be available on commercially reasonable terms. ChargePoint also leases facilities in Amsterdam, the Netherlands; Gurgaon, India; Radstadt, Austria; Munich, Germany and Reading, United Kingdom; as well as smaller sales offices in the United States and Europe.

Item 3. Legal Proceedings.

Information with respect to this item may be found in Note 7, *Commitments and Contingencies*, in the accompanying notes to the consolidated financial statements included in Part II, Item 8, “Financial Statements and Supplementary Data” of this Annual Report on Form 10-K, under “Legal Proceedings” which is incorporated herein by reference.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information for Common Stock

ChargePoint’s Common Stock is traded under the symbol “CHPT” and is listed on the New York Stock Exchange (NYSE).

Dividend Policy

ChargePoint has never declared or paid dividend on its Common Stock and has no plans to do so in the foreseeable future.

Number of Common Stockholders

As of March 19, 2026, there were approximately 272 holders of record of ChargePoint’s Common Stock. The actual number of stockholders is greater than this number of record holders and includes stockholders who are beneficial owners but whose shares are held in street name by brokers and other nominees.

Sales of Unregistered Equity Securities and Use of Proceeds

2025 Credit Agreement

On November 14, 2025, ChargePoint entered into a privately negotiated exchange agreement (the “Exchange Agreement”) with certain holders of its outstanding 2028 Convertible Notes (the “Exchanging Holders”). Pursuant to the Exchange Agreement, the Exchanging Holders exchanged $328.6 million in capitalized principal amount of the 2028 Convertible Notes for the following consideration: (i) $186.5 million in aggregate principal amount under a new Credit and Security Agreement (the “2025 Credit Agreement” and such principal amount the “2025 Senior Loan”), (ii) $25.0 million in cash, and (iii) warrants to purchase up to 1,671,000 shares of ChargePoint’s Common Stock at an exercise price of $25.00 per share (the “2025 Warrants”). ChargePoint did not receive any proceeds in connection with the Exchange Agreement. ChargePoint issued the 2025 Warrants and Interest Shares (as defined below) in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”).

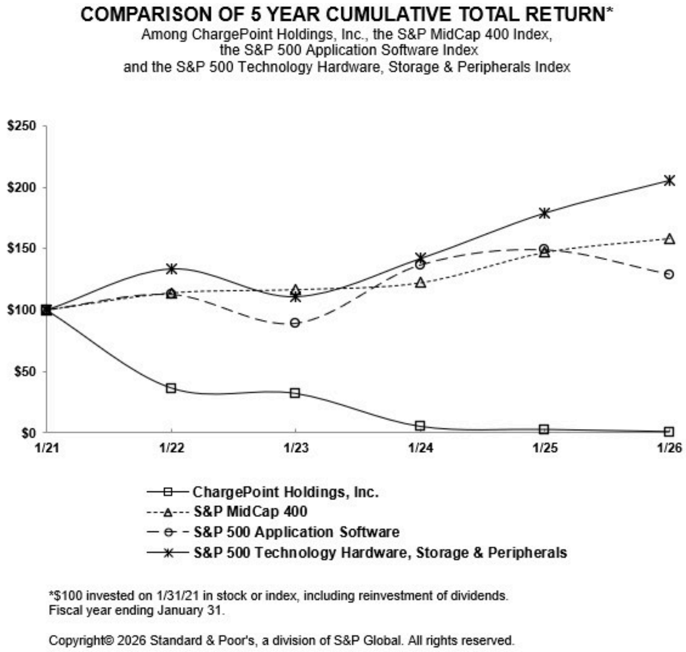
2025 Senior Loan Interest Shares

During the quarter ended January 31, 2026, pursuant to the terms of the 2025 Credit Agreement, ChargePoint issued 193,210 shares of ChargePoint’s Common Stock (the “Interest Shares”) to the holders of the 2025 Senior Loan in lieu of paying cash interest. ChargePoint issued the Interest Shares in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act. ChargePoint received no proceeds in connection with the issuance of the Interest Shares. See Note 6, *Debt* in Part II, Item 8, “Financial Statements” of this Annual Report on Form 10-K, for more information related to the Interest Shares.

Stock Performance

The following shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or incorporated by reference into any of ChargePoint Holdings, Inc.'s other filings under the Exchange Act or the Securities Act of 1933, as amended, except to the extent ChargePoint specifically incorporates it by reference into such filing.

The graph below matches ChargePoint Holdings, Inc.'s cumulative total shareholder return on Common Stock with the cumulative total returns of the S&P Midcap 400 index, the S&P Application Software index, and the S&P 500 Technology Hardware, Storage & Peripherals index. The graph tracks the performance of a $100 investment in ChargePoint's Common Stock and in each index (with the reinvestment of all dividends) from January 31, 2021 to January 31, 2026.



The stock price performance included in this graph is not necessarily indicative of future price performance.

Company/Index	January 31, 2021	January 31, 2022	January 31, 2023	January 31, 2024	January 31, 2025	January 31, 2026
ChargePoint Holdings, Inc.	$ 100.00	$ 36.39	$ 31.90	$ 4.99	$ 2.53	$ 0.79
S&P Midcap 400	$ 100.00	$ 114.05	$ 116.72	$ 122.29	$ 147.21	$ 158.56
S&P Application Software	$ 100.00	$ 112.53	$ 89.04	$ 136.57	$ 148.89	$ 128.98
S&P 500 Technology Hardware, Storage & Peripherals	$ 100.00	$ 133.59	$ 110.90	$ 141.95	$ 179.24	$ 205.84

Item 6. [Reserved.]

Not applicable.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion and analysis provides information which ChargePoint's management believes is relevant to an assessment and understanding of ChargePoint's consolidated results of operations and financial condition. ChargePoint's fiscal year ends on January 31. References to fiscal years 2026, 2025, and 2024, relate to the fiscal years ended January 31, 2026, January 31, 2025, and January 31, 2024, respectively. This section of this Form 10-K discusses fiscal year 2026 and 2025 items and year-to-year comparisons between fiscal year 2026 and 2025. Discussions of fiscal year 2024 items and year-over-year comparisons between fiscal year 2025 and fiscal year 2024 are not included in this Form 10-K, and can be found in "Management's Discussion and Analysis of Financial Condition and Results of Operations" of the Company's Annual Report on Form 10-K filed on March 28, 2025. The discussion should be read together with the consolidated financial statements and related notes that are included elsewhere in this Annual Report on Form 10-K. This discussion may contain forward-looking statements based upon current expectations that involve risks and uncertainties. ChargePoint's actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under "Risk Factors" included under Part I, Item 1A.

Overview

ChargePoint designs, develops and markets networked electric vehicle ("EV") charging system infrastructure ("Networked Charging Systems") connected through cloud-based services (the "ChargePoint Platform") which (i) enable charging systems owners, charge point operators ("CPOs") or hosts, to manage their Networked Charging Systems, and (ii) enable drivers to locate, reserve and authenticate Networked Charging Systems and to transact EV charging sessions on those systems. ChargePoint's Networked Charging Systems, subscriptions and other offerings provide an open platform that integrates with system hardware from ChargePoint and other manufacturers, connecting systems over an intelligent network that provides real-time information about charging sessions and full control, support and management of the Networked Charging Systems. This network provides multiple web-based portals for charging system owners, fleet managers, drivers and utilities.

ChargePoint generates revenue primarily through the sale of Networked Charging Systems, subscriptions to the ChargePoint Platform and extended parts and labor warranties ("Assure"). The Company also generates revenue, in some instances, by providing customers use of ChargePoint's owned and operated Networked Charging Systems, ChargePoint Platform and Assure into a single multi-year or annual subscription ("ChargePoint as a Service" or "CPaaS"). Each of the ChargePoint Platform, Assure and CPaaS is typically paid for upfront and revenue is recognized ratably over the term of the subscription period.

ChargePoint targets three key verticals: commercial, fleet and residential. Commercial customers have parking places largely within their workplaces and include retail, hospitality, healthcare, fueling and convenience and parking lot operators. Fleet includes municipal buses, delivery and work vehicles, port/airport/warehouse and other industrial applications, ride-sharing services, and is expected to eventually include autonomous transportation. Residential includes single family homes and multifamily residences.

Since its inception in 2007, ChargePoint has been engaged in developing and marketing its Networked Charging Systems, subscriptions and other offerings, raising capital and recruiting personnel. ChargePoint has incurred net operating losses and negative cash flows from operations in every year since its inception. As of January 31, 2026 and 2025, ChargePoint had an accumulated deficit of $2,111.6 million and $1,891.4 million, respectively. The Company's principal sources of liquidity are its cash and cash equivalents, cash generated from sales to customers, debt financing (as described in Note 6, *Debt*), and sales of Common Stock under the 2022 and 2025 ATM Facility (as defined in Note 8, *Common Stock*).

Key Factors Affecting Operating Results

ChargePoint believes its performance and future success depend on several factors that present significant opportunities for it but also pose risks and challenges, including those discussed below:

Growth in EV Adoption

ChargePoint believes its revenue growth is tied to the number of passenger and commercial EVs sold, which it believes drives the demand for EV charging infrastructure. The market for EVs is still rapidly evolving and although demand for EVs has grown in recent years, the rate of EV sales is highly volatile and there is no guarantee of future demand for EV sales, especially in the markets ChargePoint primarily services, such as North America and Europe. Factors impacting the adoption of EVs include but are not limited to perceptions about EV features, quality, safety, performance and cost; perceptions about the limited range over which EVs may be driven on a single battery charge; volatility in the cost of oil and gasoline (including as a result of ongoing conflicts in the Middle East involving the United States, Iran, Israel and other Gulf States); availability of services for EVs; consumers' perception about the convenience, reliability and cost of charging EVs; and increases in fuel efficiency of internal combustion engine vehicles. Further, numerous EV auto manufacturers have announced delays in or modified their previously announced plans to migrate their manufacturing production to be solely or primarily EVs. For example, the North American EV market has recently suffered a substantial decline in the sale of new EVs since the termination of the $7,500 U.S. federal tax credit in September 2025, resulting in quarterly declines of new EVs sold as compared to the same quarters in the prior year. If the market for EVs does not develop as expected, if there is any slow-down or delay in overall EV adoption, or if auto manufacturers delay their EV manufacturing rates or eliminate their plans to transition to predominately EV manufacturing, the rate of EV adoption may be adversely affected and the market for EV charging may not develop as a result and ChargePoint's financial condition and results of operations could be materially and adversely impacted.

Macroeconomic Trends

ChargePoint has an international presence and as a result is subject to risks and uncertainties caused by significant events with macroeconomic impacts, including, but not limited to geopolitical events, such as the ongoing Russia-Ukraine conflict, conflicts in the Middle East involving the United States, Iran, Israel and other Gulf States, rising political tensions with China, fluctuations in inflation and interest rates, monetary policy changes, financial services sector instability, recessions, global pandemics and foreign currency fluctuations.

In February 2026, the United States Supreme Court issued a ruling striking down certain tariffs previously imposed under the International Emergency Economic Powers Act ("IEEPA"). The ultimate availability, timing, and amount of any potential refunds of such tariffs remain highly uncertain and are subject to further legal, regulatory, and administrative developments. Following the Supreme Court's decision, the U.S. federal government announced its intention to implement new tariffs and surcharges of up to 15% on imports from many of the same countries previously subject to IEEPA under separate authority, including Section 122 of the Trade Act of 1974. There remains substantial uncertainty regarding the duration of existing and newly announced tariffs and surcharges, potential changes or pauses to such tariffs, tariff levels, and whether further additional tariffs or other retaliatory actions may be imposed, modified, or suspended, and the impacts of such actions on ChargePoint's business. ChargePoint continues to monitor and evaluate these developments and assess their potential impact on ChargePoint's business, financial condition, and results of operations. Trade restrictions and increased tariffs between the United States and countries like China, Mexico and Canada may result in adverse economic conditions, increase the costs of goods sold and result in a recession or the threat of a recession.

In addition, the United States automotive manufacture industry is particularly sensitive to the impact of disruptions in supply chains as the result of geopolitical conflicts and tariffs on the increased costs of manufacturing and selling vehicles, which may result in substantial increases to the cost of vehicles to consumers, including EVs. Because ChargePoint is substantially reliant on the increased adoption and sales of new EVs, if there is any downturn in the sales of EVs or consumers reduce their purchases of new EVs, either because the vehicles are more expensive or as the result of a general downturn in the overall economy as the result of the conflicts in the Middle East and additional tariffs, ChargePoint's customers may reduce their need for EV infrastructure development and ChargePoint's business, financial results and results of operations may be harmed.

Global economic uncertainty due to other macroeconomic conditions, including inflation, interest rate pressures, disruptions and credit constraints in the financial services industry, labor market disruptions, and related concerns of a potential recession, have impacted customer behavior related to discretionary spending and sentiment and could continue to impact such behaviors in the future. Any resulting decline in the ability or willingness of customers, fleet owners and operators to purchase ChargePoint's products or subscription services could have an adverse impact on ChargePoint's results of operations and financial condition.

Competition

ChargePoint is currently a market leader in North America in commercial Level 2 Alternating Current ("AC") charging. ChargePoint also offers AC chargers for use at home and for fleet applications, and high-power Level 3 Direct Current ("DC") chargers for fast urban charging, corridor or long-trip charging and fleet applications. ChargePoint intends to expand its market share over time in its product categories, leveraging the network effect of its products and ChargePoint Platform. Existing competitors may expand their product offerings and sales strategies, and new competitors may enter the market. Historically, ChargePoint has sold its Networked Charging Systems and charger management system ("CMS" or "CMS Services") as an integrated "full-stack" offering, providing its customers with a sole-source solution for their EV charging needs, especially in the United States. At times, customers seek to disaggregate their networked charging solutions and to implement independent hardware and charging management software solutions, particularly for national or global commercial retailers and large fleet operators. While ChargePoint enables Networked Charging System owners to choose ChargePoint's CMS Services and select their choice of third-party hardware, there is no guarantee that this distributed sales model will be successful. If ChargePoint's market share decreases due to increased competition, or if ChargePoint is unable to compete with a disaggregated EV charging solutions sales model, its financial condition and results of operations may be materially and adversely impacted. Furthermore, ChargePoint's success could be negatively impacted if consumers and businesses choose other types of alternative fuel vehicles or high fuel-economy gasoline powered vehicles.

Impact of New Product Releases and Investments in Growth

As ChargePoint introduces new products its gross margins may be initially negatively impacted by launch costs and lower sales volumes until it achieves targeted cost reductions. Cost reductions may not occur on the timeline ChargePoint expects due to a number of factors, including but not limited to failure to meet its own estimates, unanticipated supply chain difficulties, government mandates or certification requirements. In recent quarters, ChargePoint has maintained elevated levels of inventory, and ChargePoint is also preparing for the introduction of its next generation AC and DC Networked Charging System models, which increases the complexity of inventory management and heightens the risk that certain existing products or components may become excess, obsolete, or subject to inventory write-downs. In addition, ChargePoint may accelerate its expenditures where it sees growth opportunities, which may negatively impact gross margin until upfront costs and inefficiencies are absorbed and normalized operations are achieved. Further, ChargePoint has historically invested in prioritizing an assurance of supply of its products and new customer acquisition, which puts pressure on gross margins and increases operating expenses. ChargePoint also continuously evaluates and may adjust its expenditures, such as new product introduction costs, based on its launch plans for new products, as well as other factors including the pace and prioritization of current projects under development and the addition of new projects. As ChargePoint attains higher revenue, it expects operating expenses as a percentage of total revenue to decrease as it scales and focuses on increasing operational efficiency and process automation.

ChargePoint intends to use third-party contract manufacturers and design partners for targeted new research and development initiatives with the goals of controlling development costs and decreasing operating expenses. ChargePoint believes such partnerships will allow it to better manage research and development expenses, improve the speed and quality of new product development and increase its efficiencies by leveraging the design talent and supply chains of these partners. Implementing third-party design partners for new research and development initiatives will require sophisticated oversight, quality programs and cost-control initiatives. If ChargePoint is not successful in its use of third-party contract manufacturers and design partners for new product development its financial conditions, gross margins and results of operations could be materially and adversely affected.

Government Mandates, Incentives and Programs

The U.S. federal government, certain foreign governments and some state and local governments provide incentives to end users and purchasers of EVs and EV infrastructure in the form of rebates, tax credits and other financial incentives. The U.S. federal government, and some foreign and state governments, have proposed changing or ending these incentives. These proposals create uncertainty and if adopted and implemented may have a material adverse impact on the EV market, which benefits from these financial incentives to significantly lower the effective price of EVs and EV charging stations to customers.

For example, the Infrastructure Investment and Jobs Act signed into law on November 15, 2021 provided additional funding for EVs and EV charging infrastructure through the creation of new programs and grants and the expansion of existing programs, including the $7.5 billion National Electric Vehicle Infrastructure ("NEVI") Program for EV charging along highway corridors. On August 11, 2025, the Federal Highway Administration ("FHWA") issued new guidance, updating prior guidance which previously froze federal funds tied to NEVI and directed states to file updated implementation plans within 30 days. FHWA has since approved the state plans and states are moving forward with their NEVI programs. Separately, the One Big Beautiful Bill Act ("OBBBA") was signed into law on July 4, 2025, which set new end dates for the EV charging infrastructure tax credits previously made available under Section 30C and Section 30D of the Internal Revenue Code of 1986, as amended. In particular, the OBBBA terminated the $7,500 new clean vehicle tax credit for all new EVs sold after September 30, 2025. This and any other reduction in rebates, tax credits or other financial incentives for EVs or EV charging stations could materially reduce the demand for EVs and ChargePoint's solutions and, as a result, may adversely impact ChargePoint's business and expansion potential.

Results of Operations and Its Components

Financial results for the year ended January 31, 2026 in this report differ from those included in our earnings release issued on March 4, 2026 in that Debt, current was overstated by $1.9 million and Debt, noncurrent was understated by the same amount in the Preliminary Condensed Consolidated Balance Sheet as of January 31, 2026 that we identified subsequent to the issuance of our earnings release. For more information related to the 2025 Senior Loan, refer to Note 6, *Debt*, in the notes to the consolidated financial statements included in this Annual Report.

Revenue

Networked Charging Systems

Networked Charging Systems revenue includes the deliveries of EV charging system infrastructure, which include a range of AC products for use in residential, commercial and fleet applications, and DC, or fast-charge products for use in commercial and fleet applications, as well as fees received for transferring regulatory incentives earned for participating in low carbon fuel programs. ChargePoint generally recognizes revenue from sales of Networked Charging Systems upon shipment to customers, including distributors, resellers or direct sales customers as these customers obtain title and control over these products. Revenue is adjusted for estimated returns. Revenue from regulatory incentives is recognized when the regulatory incentives are transferred.

Subscriptions

Subscriptions revenue consists of revenue from ChargePoint Platform software, Assure extended maintenance plans, and CPaaS, which combines the customer's use of ChargePoint's owned and operated Networked Charging Systems with the ChargePoint Platform and Assure programs into a single, typically multi-year subscription.

In some instances, CPaaS subscriptions are considered for accounting purposes to contain a lease for the customer's use of ChargePoint's owned and operated Networked Charging Systems unless the location allows the customer to receive incremental economic benefit from regulatory credits earned on that EV charging system. Lessor revenue relates to operating leases and historically has not been material. Subscriptions revenue is generally recognized over time on a straight-line basis as ChargePoint has an ongoing obligation to deliver such services to the customer.

Other

Other revenue consists of charging related fees received from drivers using charging sites owned and operated by ChargePoint, net transaction fees earned for processing payments collected on driver charging sessions at charging sites owned by its customers, and other professional services. Revenue from driver charging sessions and charging transaction fees is recognized when the charging session or transaction is completed. Revenue from fees for owned and operated sites is recognized over time on a straight-line basis over the performance period of the service contract as ChargePoint has an ongoing obligation to deliver such services. Revenue from professional services is recognized as the services are rendered.

ChargePoint has seen its revenue fluctuate based on market demand and other factors, and expects this variability of growth in Networked Charging Systems revenue to continue in the near term. In the long term, it expects revenue to grow in both Networked Charging Systems and subscriptions due to increased demand in EVs and the related charging infrastructure market.

	For the Year Ended January 31,										Change					
	2026		2025		2024		2026 vs 2025				2025 vs 2024			
	(dollar amounts in thousands, except percentages)						Change ($)		Change (%)		Change ($)		Change (%)	
Networked Charging Systems	$	216,514	$	234,802	$	360,822	$	(18,288)	(7.8)%		$	(126,020)	(34.9)%	
Percentage of total revenue		52.7 %		56.3 %		71.2 %								

Networked Charging Systems revenue decreased for the fiscal year ended January 31, 2026 compared to the fiscal year ended January 31, 2025, primarily due to lower volume of Networked Charging Systems delivered across ChargePoint's major product families.

	For the Year Ended January 31,						Change					
	2026		2025		2024		2026 vs 2025			2025 vs 2024		
	(dollar amounts in thousands, except percentages)						Change ($)		Change (%)	Change ($)		Change (%)
Subscriptions	$	162,387	$	144,325	$	120,445	$	18,062	12.5 %	$	23,880	19.8 %
Percentage of total revenue		39.5 %		34.6 %		23.8 %						

Subscriptions revenue increased for the fiscal year ended January 31, 2026 compared to fiscal year ended January 31, 2025 primarily due to the growth in the number of ChargePoint Platform subscriptions and Assure subscriptions for Networked Charging Systems connected to ChargePoint's network.

	For the Year Ended January 31,						Change					
	2026		2025		2024		2026 vs 2025			2025 vs 2024		
	(dollar amounts in thousands, except percentages)						Change ($)		Change (%)	Change ($)		Change (%)
Other revenue	$	32,323	$	37,956	$	25,372	$	(5,633)	(14.8)%	$	12,584	49.6 %
Percentage of total revenue		7.9 %		9.1 %		5.0 %						

Other revenue decreased for the fiscal year ended January 31, 2026 compared to fiscal year ended January 31, 2025 primarily due to one-time service revenues, lower collections on driver charging sessions due to unpaid charging sessions and fraudulent activities related to charging payment services. .

Cost of Revenue

Networked Charging Systems

ChargePoint uses contract manufacturers to manufacture its Networked Charging Systems. ChargePoint's cost of revenue for the sale of Networked Charging Systems includes the contract manufacturer costs of finished goods and shipping and handling. Cost of revenue for the sale of Networked Charging Systems also consists of salaries and related personnel expenses, including stock-based compensation, warranty provisions, inventory obsolescence and write-downs, depreciation of manufacturing related equipment, and allocated facilities and information technology expenses. As revenue is recognized, ChargePoint accounts for estimated warranty cost as a charge to cost of revenue. The estimated warranty cost is based on historical and predicted product failure rates and repair expenses.

Subscriptions

Cost of Subscriptions revenue includes salaries and related personnel expenses, including stock-based compensation and third-party support costs to manage the systems and helpdesk services for drivers and site hosts, network and wireless connectivity costs for subscription services, field costs for Assure, depreciation of owned and operated systems used in CPaaS arrangements, allocated facilities and information technology expenses.

Other

Cost of other revenue includes depreciation and other costs for ChargePoint's owned and operated charging sites, charging related processing charges, salaries and related personnel expenses, including stock-based compensation, as well as costs of professional services.

	For the Year Ended January 31,			Change			
	2026	2025	2024	2026 vs 2025		2025 vs 2024	
	(dollar amounts in thousands, except percentages)			Change ($)	Change (%)	Change ($)	Change (%)
Cost of Networked Charging Systems revenue	$ 199,668	$ 223,351	$ 386,149	$ (23,683)	(10.6)%	$ (162,798)	(42.2)%
Percentage of total revenue	48.6 %	53.6 %	76.2 %				

Cost of Networked Charging Systems revenue decreased during the fiscal year ended January 31, 2026 compared to fiscal year ended January 31, 2025 primarily due to a year-over-year decline in the number of Networked Charging Systems delivered.

	For the Year Ended January 31,			Change			
	2026	2025	2024	2026 vs 2025		2025 vs 2024	
	(dollar amounts in thousands, except percentages)			Change ($)	Change (%)	Change ($)	Change (%)
Cost of Subscriptions revenue	$ 61,875	$ 71,218	$ 73,595	$ (9,343)	(13.1)%	$ (2,377)	(3.2)%
Percentage of total revenue	15.0 %	17.1 %	14.5 %				

Cost of subscriptions revenue decreased for the fiscal year ended January 31, 2026 compared to fiscal year ended January 31, 2025 primarily due to a decrease in Assure related hardware costs.

	For the Year Ended January 31,			Change			
	2026	2025	2024	2026 vs 2025		2025 vs 2024	
	(dollar amounts in thousands, except percentages)			Change ($)	Change (%)	Change ($)	Change (%)
Cost of Other Revenue	$ 24,079	$ 21,833	$ 16,777	$ 2,246	10.3 %	$ 5,056	30.1 %
Percentage of total revenue	5.9 %	5.2 %	3.3 %				

Cost of other revenue increased for the fiscal year ended January 31, 2026 compared to fiscal year ended January 31, 2025 primarily due to higher driver-related processing costs on Networked Charging Systems.

Gross Profit and Gross Margin

Gross profit is revenue less cost of revenue and gross margin is gross profit as a percentage of revenue. ChargePoint offers a range of Networked Charging Systems products which vary widely in selling price and associated gross margin, as, for example, ChargePoint's AC charger based commercial business contributes higher margins than its residential and DC charger based fleet businesses. Accordingly, ChargePoint's gross profit and gross margin have varied and are expected to continue to vary from period to period due to revenue levels; geographic, vertical and product mix; new product transition costs; its efforts to optimize its operations and supply chain and purchase price variances.

In the long term, improvements in ChargePoint's gross profit and gross margin will depend on its ability to continue to optimize its operations, inventory and supply chain as it increases its revenue. However, at least in the short term, as the product mix continues to vary and as ChargePoint continues to align inventory supply with demand and optimize for customer acquisition, launches new Networked Charging Systems products, grows its presence in Europe where it has not yet achieved economies of scale, and expands its solutions for its fleet customers, gross margin will vary from period to period.

	For the Year Ended January 31,			Change			
	2026	2025	2024	2026 vs 2025		2025 vs 2024	
	(dollar amounts in thousands, except percentages)			Change ($)	Change (%)	Change ($)	Change (%)
Gross Profit	$ 125,602	$ 100,681	$ 30,118	$ 24,921	24.8 %	$ 70,563	234.3 %
Gross Margin	30.5 %	24.1 %	5.9 %				

Gross profit and gross margin increased for the fiscal year ended January 31, 2026 compared to fiscal year ended January 31, 2025 primarily due to an increase in subscription revenue growth as a percentage of total revenue and improvement in subscription margins.

Research and Development Expenses

Research and development expenses consist primarily of salaries and related personnel expenses, including stock-based compensation, for personnel related to the development of improvements and expanded features for ChargePoint's products and services, including in quality assurance, testing, product management, and allocated facilities and information technology expenses. Research and development costs also include prototype and testing cost, professional services and consulting, and are expensed as incurred.

ChargePoint expects its research and development expenses to decrease as a percentage of revenue as it continues to optimize its research and development activities for its technology and product roadmap.

	For the Year Ended January 31,			Change			
	2026	2025	2024	2026 vs 2025		2025 vs 2024	
	(dollar amounts in thousands, except percentages)			Change ($)	Change (%)	Change ($)	Change (%)
Research and Development Expenses	$ 139,272	$ 141,276	$ 220,781	$ (2,004)	(1.4)%	$ (79,505)	(36.0)%
Percentage of total revenue	33.9 %	33.9 %	43.6 %				

Research and development expenses decreased during the fiscal year ended January 31, 2026 compared to fiscal year ended January 31, 2025 primarily due to a $5.1 million decrease in payroll related expenses and a $5.9 million decrease in stock-based compensation expenses, offset by a $7.3 million increase in engineering materials and services costs, and a $2.1 million increase in consulting expenses.

Sales and Marketing Expenses

Sales and marketing expenses consist primarily of salaries and related personnel expenses, including stock-based compensation, sales commissions, professional services fees, travel, marketing and promotional expenses, bad debt expenses, and allocated facilities and information technology expenses.

ChargePoint expects its sales and marketing expenses to decrease as a percentage of revenue as it continues to optimize its sales and marketing activities while expanding sales.

	For the Year Ended January 31,			Change			
	2026	2025	2024	2026 vs 2025		2025 vs 2024	
	(dollar amounts in thousands, except percentages)			Change ($)	Change (%)	Change ($)	Change (%)
Sales and marketing expenses	$ 100,720	$ 130,890	$ 150,186	$ (30,170)	(23.0)%	$ (19,296)	(12.8)%
Percentage of total revenue	24.5 %	31.4 %	29.6 %				

Sales and marketing expenses decreased during the fiscal year ended January 31, 2026 compared to fiscal year ended January 31, 2025 primarily due to a decrease in payroll related expenses of $17.0 million, decrease in stock-based compensation expenses of $4.8 million, and a decrease in other marketing related expenses of $8.4 million.

General and Administrative Expenses

General and administrative expenses consist primarily of salaries and related personnel expenses, including stock-based compensation, related to finance, legal and human resource functions, contractor and professional services fees, audit and compliance expenses, insurance costs, and general corporate expenses, including allocated facilities and information technology expenses.

ChargePoint expects its general and administrative expenses to decrease as a percentage of revenue as it continues to optimize its operations.

	For the Year Ended January 31,			Change			
	2026	2025	2024	2026 vs 2025		2025 vs 2024	
	(dollar amounts in thousands, except percentages)			Change ($)	Change (%)	Change ($)	Change (%)
General and administrative expenses	$ 95,748	$ 81,514	$ 109,102	$ 14,234	17.5 %	$ (27,588)	(25.3)%
Percentage of total revenue	23.3 %	19.5 %	21.5 %				

General and administrative expenses increased during the fiscal year ended January 31, 2026 compared to fiscal year ended January 31, 2025, primarily due to an increase in non-recurring transactions relating to mainly litigation and settlement costs of $13.6

million and increase in facilities related and other expenses of $3.1 million, offset by a decrease in payroll related expenses of $2.4 million.

Gain on Debt Exchange

	For the Year Ended January 31,			Change			
	2026	2025	2024	2026 vs 2025		2025 vs 2024	
	(dollar amounts in thousands, except percentages)			Change ($)	Change (%)	Change ($)	Change (%)
Gain on debt exchange	$ 11,223	$ —	$ —	$ 11,223	n.m.*	$ —	n.m.*
Percentage of total revenue	2.7 %	— %	— %				

* not meaningful

ChargePoint recognized a gain on debt exchange of $11.2 million during the year ended January 31, 2026, representing the gain resulting from the Exchange Transaction (as described below). See Note 6. *Debt* in Part II, Item 8 in the notes to consolidated financial statements included in this Annual Report.

Interest Income

Interest income consists primarily of interest earned on ChargePoint's cash, cash equivalents and short-term investments.

	For the Year Ended January 31,			Change			
	2026	2025	2024	2026 vs 2025		2025 vs 2024	
	(dollar amounts in thousands, except percentages)			Change ($)	Change (%)	Change ($)	Change (%)
Interest income	$ 4,488	$ 8,347	$ 9,603	$ (3,859)	(46.2)%	$ (1,256)	(13.1)%
Percentage of total revenue	1.1 %	2.0 %	1.9 %				

Interest income decreased $3.9 million during fiscal year ended January 31, 2026 compared to fiscal year ended January 31, 2025, primarily due to lower balances of interest-bearing investments.

Interest Expense

Interest expense consists primarily of the interest on ChargePoint's 2028 Convertible Notes that were originally issued in April 2022, and amended in October 2023, which are described more completely below in *Liquidity and Capital Resources*.

	For the Year Ended January 31,			Change			
	2026	2025	2024	2026 vs 2025		2025 vs 2024	
	(dollar amounts in thousands, except percentages)			Change ($)	Change (%)	Change ($)	Change (%)
Interest expense	$ (23,860)	$ (24,653)	$ (16,273)	$ 793	(3.2)%	$ (8,380)	51.5 %
Percentage of total revenue	(5.8)%	(5.9)%	(3.2)%				

Interest expense decreased during the fiscal year ended January 31, 2026 compared to fiscal year ended January 31, 2025 primarily due to a decrease in outstanding debt as a result of the debt Exchange Transaction. For more information, see Note 6, *Debt*, in Part II, Item 8 in the notes to consolidated financial statements included in this Annual Report.

Other Income (Expense), Net

Other income (expense), net consists primarily of foreign currency transaction gains and losses.

	For the Year Ended January 31,			Change			
	2026	2025	2024	2026 to 2025		2025 to 2024	
	(dollar amounts in thousands, except percentages)			Change ($)	Change (%)	Change ($)	Change (%)
Other income (expense), net	$ 2,138	$ (3,389)	$ (1,009)	$ 5,527	n.m.*	$ (2,380)	n.m.*
Percentage of total revenue	0.5 %	(0.8)%	(0.2)%				

* not meaningful

Other income, net increased during the fiscal year ended January 31, 2026 as compared to the fiscal year ended January 31, 2025 due to favorable changes in foreign exchange rates.

Provision for (Benefit from) Income Taxes

ChargePoint's provision for income taxes consists of federal, state and foreign income taxes based on enacted federal, state and foreign tax rates, as adjusted for allowable credits, deductions, uncertain tax positions, changes in deferred tax assets and liabilities and changes in tax law. Due to the level of historical losses, ChargePoint maintains a valuation allowance against U.S. federal and state deferred tax assets as it has concluded it is more likely than not that these deferred tax assets will not be realized.

	For the Year Ended January 31,			Change			
	2026	2025	2024	2026 to 2025		2025 to 2024	
	(dollar amounts in thousands, except percentages)			Change ($)	Change (%)	Change ($)	Change (%)
Provision for (benefit from) income taxes	$ 4,048	$ 4,372	$ (21)	$ (324)	n.m.*	$ 4,393	n.m.*
Percentage of loss before provision for income taxes	(1.9)%	(1.6)%	— %				

* not meaningful

The provision for income taxes did not materially fluctuate during the fiscal year ended January 31, 2026 as compared to fiscal year ended January 31, 2025.

Liquidity and Capital Resources

Sources of Liquidity

ChargePoint's primary sources of liquidity are its cash and cash equivalents, cash generated from sales to customers, and debt financing.

ChargePoint's primary requirements for liquidity and capital are to finance working capital, inventory management, capital expenditures and general corporate purposes. ChargePoint expects these needs to continue as ChargePoint develops and grows its business. ChargePoint has incurred net losses and negative cash flows from operations since its inception, which it anticipates will continue for the foreseeable future.

As of January 31, 2026 and 2025, ChargePoint had cash and cash equivalents and restricted cash of $142.0 million and $225.0 million, respectively. ChargePoint believes that its cash on hand and cash generated from sales to customers will satisfy its working capital and capital requirements for at least the next twelve months.

2025 Credit Agreement

On November 14, 2025, ChargePoint entered into a privately negotiated exchange agreement (the "Exchange Agreement") with certain holders (the "Exchanging Holders") of its outstanding 2028 Convertible Notes. Pursuant to the Exchange Agreement, the Company exchanged $328.6 million of aggregate capitalized principal amount of the 2028 Convertible Notes for the following consideration (the "Exchange Transaction"): (i) $186.5 million in aggregate principal amount under a new Credit and Security Agreement (the "2025 Credit Agreement"), (ii) $25.0 million in cash, and (iii) warrants to purchase up to 1,671,000 shares of ChargePoint's common stock at an exercise price of $25.00 per share (the "2025 Warrants"). ChargePoint did not receive any cash proceeds from the Exchange Transaction. Following the consummation of the Exchange Transaction, $11.3 million in capitalized principal amount of 2028 Convertible Notes remains outstanding. The Exchange Agreement contains customary representations, warranties and covenants of ChargePoint and the Exchanging Holders. For more information about the Exchange Transaction see Note 6, *Debt* in Part II, Item 8, in the notes to the consolidated financial statements in this Annual Report.

2027 Revolving Credit Facility

On July 27, 2023, the Company entered into a revolving credit agreement by and among the Company, ChargePoint, Inc. (the "Borrower"), certain subsidiaries of the Borrower as guarantors, JPMorgan Chase Bank, N.A., as administrative agent, and the other lenders party thereto which provided for a senior secured revolving credit facility in an initial aggregate principal amount of up to $150.0 million, with a maturity date of January 1, 2027 (the "2027 Revolving Credit Facility"). As of the closing of the 2025 Credit Agreement, ChargePoint had no borrowings outstanding under the 2027 Revolving Credit Facility, and in connection with the consummation of the 2025 Credit Agreement, ChargePoint terminated the 2027 Revolving Credit Facility. For more information about the 2027 Revolving Credit Facility see Note 6, *Debt* in Part II, Item 8, in the notes to the consolidated financial statements in this Annual Report.

2028 Convertible Notes

In April 2022, ChargePoint completed a private placement of $300.0 million aggregate principal amount of convertible notes, with an original maturity date of April 1, 2027 (the “Original Convertible Notes”). In October 2023, ChargePoint completed an amendment to the indenture for the Original Convertible Notes (the “Notes Amendment”) pursuant to which the Cash Interest and PIK Interest (as described below) were increased and the maturity date for the Original Convertible Note was extended to April 1, 2028 (the “2028 Convertible Notes”). The net proceeds from the original sale of the 2028 Convertible Notes were approximately $294.0 million after deducting initial purchaser discounts and commissions and the Company’s offering expenses.

Prior to the Notes Amendment, the Original Convertible Notes bore interest at 3.50% per annum, to the extent paid in cash (“Cash Interest”), which was payable semi-annually in arrears on April 1st and October 1st of each year or 5.00% per annum through the issuance of additional Original Convertible Notes. The 2028 Convertible Notes bear Cash Interest at 7.00% per annum or 8.50% per annum through the issuance of additional 2028 Convertible Notes (“PIK Interest”). The 2028 Convertible Notes are convertible, based on the applicable conversion rate, into cash, shares of ChargePoint’s Common Stock or a combination thereof, at ChargePoint’s election. The conversion rate of the 2028 Convertible Notes is 4.1667 shares of Common Stock per $1,000 principal amount, which is equivalent to a conversion price of approximately $240.00 per share of Common Stock.

On November 14, 2025, ChargePoint entered into the Exchange Agreement. Following the consummation of the Exchange Transaction, $11.3 million in capitalized principal amount of 2028 Convertible Notes remains outstanding. For more information about the Exchange Transaction see Note 6, *Debt* in Part II, Item 8, in the notes to the consolidated financial statements in this Annual Report.

Shelf Registrations and ATM Facilities

On July 1, 2022, ChargePoint filed a registration statement on Form S-3 (File No. 333-265986) with the SEC (that was declared effective by the SEC on July 12, 2022), which permitted ChargePoint to offer up to $1.0 billion of shares of Common Stock, preferred stock, debt securities, warrants and rights in one or more offerings and in any combination, including in units from time to time (the “2022 Shelf Registration Statement”). As part of the 2022 Shelf Registration Statement, ChargePoint filed a prospectus supplement registering for sale from time to time up to $500.0 million shares of Common Stock pursuant to a sales agreement (the “2022 ATM Facility”). During the twelve months ended January 31, 2026, there were no sales of the Company’s Common Stock pursuant to the 2022 ATM Facility. On July 11, 2025, ChargePoint terminated the 2022 ATM Facility, effective immediately. The 2022 Shelf Registration Statement expired on July 12, 2025.

On September 8, 2025, ChargePoint filed a registration statement on Form S-3 (File No. 333-290113) with the SEC (which was amended on December 5, 2025 and was declared effective by the SEC on December 8, 2025), which permits ChargePoint to offer up to $400.0 million of shares of Common Stock, preferred stock, debt securities, warrants and rights in one or more offerings and in any combination, including in units from time to time (the “2025 Shelf Registration Statement”). The 2025 Shelf Registration Statement includes a sales agreement prospectus pursuant to which ChargePoint may, from time to time, offer and sell up to $150.0 million shares of Common Stock pursuant to a new “at-the-market” sales agreement (the “2025 ATM Facility”). During the twelve months ended January 31, 2026, there were no material sales of the Company’s Common Stock pursuant to the 2025 ATM Facility.

Long-Term Liquidity Requirements

ChargePoint has incurred net losses and negative cash flows from operations since inception. Until ChargePoint can generate sufficient revenue to cover its cost of sales, operating expenses, working capital and capital expenditures, it expects to primarily fund cash needs through a combination of equity and debt financing. ChargePoint may borrow funds on terms that may include restrictive covenants, such as the restrictive covenants included in the 2025 Credit Agreement, including covenants that restrict the operation of its business, liens on assets, high effective interest rates and repayment provisions that reduce cash resources and limit future access to capital markets.

ChargePoint may continue to opportunistically seek access to additional funds through public or private equity offerings or debt financings, including through potential sales of Common Stock under its 2025 ATM Facility. If ChargePoint raises funds by issuing equity securities or debt securities convertible into equity securities, dilution to stockholders may result. Any equity securities issued may also provide for rights, preferences or privileges senior to those of holders of Common Stock. If ChargePoint raises funds by issuing debt securities, these debt securities would have rights, preferences and privileges senior to those of holders of Common Stock. The terms of debt securities or borrowings could impose significant restrictions on ChargePoint’s operations and expose ChargePoint to enhanced risks associated with rising interest rates and elevated inflation. The capital markets have in the past, and may in the future, experience periods of higher volatility that could impact the availability and cost of equity and debt financing.

ChargePoint’s principal use of cash in recent periods has been funding its operations and investing in capital expenditures. ChargePoint’s future capital requirements will depend on many factors, including its revenue growth rate, the timing and the amount of cash received from customers, its efforts to reduce operating expenses, the timing and extent of spending to support development efforts, expenses associated with its reorganizations, the introduction of network enhancements and the continuing market adoption of its Networked Charging Systems. In the future, ChargePoint may enter into arrangements to acquire or invest in complementary businesses, products and technologies. ChargePoint may be required to seek additional equity or debt financing beyond the amounts available to it pursuant to the 2025 ATM Facility.

If ChargePoint requires additional financing, it may not be able to raise such financing on acceptable terms or at all, particularly if certain unfavorable economic and market conditions persist or worsen and a potential recession or other economic downturn would intensify these risks. If ChargePoint is unable to raise additional capital or generate cash flows necessary to optimize its operations and invest in continued innovation, it may not be able to compete successfully, which would harm its business, results of operations and financial condition. If adequate funds are not available, ChargePoint may need to reconsider its plans or limit its research, development and sales activities, which could have a material adverse impact on its business prospects and results of operations.

Cash Flows

For the Fiscal Years Ended January 31, 2026, 2025 and 2024

The following table sets forth a summary of ChargePoint's cash flows for the periods indicated:

	Year Ended January 31,		
	2026	**2025**	**2024**
		(in thousands)	
Net cash (used in) provided by:			
Operating activities	$ (62,835)	$ (146,947)	$ (328,941)
Investing activities	(4,165)	(12,073)	85,576
Financing activities	(20,003)	28,538	306,524
Effects of exchange rates on cash, cash equivalents, and restricted cash	3,996	(2,357)	89
Net increase (decrease) in cash, cash equivalents and restricted cash	**$ (83,007)**	**$ (132,839)**	**$ 63,248**

Net Cash Used in Operating Activities

During the year ended January 31, 2026, net cash used in operating activities was $62.8 million, consisting primarily of a net loss of $220.2 million, adjusted for a net cash inflow of $48.4 million from changes in operating assets and liabilities and non-cash charges of $108.9 million. The non-cash charges consisted primarily of $64.7 million of stock-based compensation expense, $30.4 million of depreciation and amortization expenses, and amortization of deferred contract acquisition costs, $5.2 million of reserves and other costs, $3.6 million of non-cash operating lease costs, and $20.1 million non-cash interest expenses, offset by $11.2 million gain on debt exchange and $3.7 million foreign currency transaction gain. The change in operating assets and liabilities was mainly driven by an increase in accounts payable, operating lease liabilities and accrued and other liabilities of $7.9 million, a decrease in accounts receivable, net, of $12.9 million, a decrease in prepaid expenses and other assets of $13.1 million, an increase in deferred revenue of $7.4 million, and a decrease in inventory of $7.2 million.

During the year ended January 31, 2025, net cash used in operating activities was $146.9 million, consisting primarily of a net loss of $277.1 million, and a decrease in net operating assets of $20.1 million, partially offset by non-cash charges of $150.2 million. The non-cash charges consisted primarily of $75.7 million of stock-based compensation expense, $32.4 million of depreciation and amortization expenses, and amortization of deferred contract acquisition costs, $26.9 million of reserves and other costs, $9.1 million non-cash interest expenses, $3.5 million of non-cash operating lease costs, and foreign currency transaction loss of $2.6 million. The change in operating assets and liabilities was mainly driven by a decrease in accounts payable, operating lease liabilities and accrued and other liabilities of $31.9 million and an increase in inventory of $17.0 million, partially offset by a decrease in accounts receivable, net, of $17.4 million, an increase in deferred revenue of $9.2 million and a decrease in prepaid expenses and other assets of $2.3 million.

Net Cash Used In Investing Activities

During the year ended January 31, 2026, net cash used in investing activities was $4.2 million due to purchases of property and equipment.

During the year ended January 31, 2025, net cash used in investing activities was $12.1 million due to purchases of property and equipment.

Net Cash (Used In) Provided by Financing Activities

During the year ended January 31, 2026, net cash used in financing activities was $20.0 million, consisting of repayment of borrowings of $39.7 million and $4.6 million of debt issuance costs relating to the 2025 Senior Loan, partially offset by change in driver funds and amounts due to customers of $22.5 million and proceeds from the issuance of Common Stock under employee equity plans, net of tax withholdings, of $1.9 million.

During the year ended January 31, 2025, net cash provided by financing activities was $28.5 million, consisting of proceeds from the sale of Common Stock under the 2022 ATM Facility, net of commission and fees, of $10.2 million, change in driver funds and amounts due to customers of $7.8 million, and proceeds from the issuance of Common Stock under employee equity plans, net of tax withholdings, of $10.5 million.

Off-Balance Sheet Arrangements

ChargePoint is not a party to any off-balance sheet arrangements.

Contractual Obligations and Commitments

ChargePoint's material cash requirements include the following contractual obligations and commitments as of January 31, 2026. For more information regarding ChargePoint's other contractual obligations, refer to Note 7, *Commitments and Contingencies*, Part II, Item 8, in the notes to the consolidated financial statements included elsewhere in this Annual Report.

Operating Lease Obligations

ChargePoint has operating lease obligations for office spaces and data centers. As of January 31, 2026, ChargePoint had lease payment obligations of $17.6 million, with $5.8 million payable within twelve months.

Purchase Commitments

From time to time in the ordinary course of business, ChargePoint enters into agreements with vendors for the purchase of components and raw materials. However, due to contractual terms and variability in production levels, and opportunities to renegotiate pricing, ChargePoint generally does not have long-term binding and enforceable purchase orders under such contracts, and the timing and magnitude of purchase orders beyond such period is difficult to accurately project.

Critical Accounting Policies and Estimates

The Company's discussion and analysis of its financial condition and results of operations are based upon its consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States. The preparation of these consolidated financial statements requires ChargePoint to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, cost of revenue and expenses. The Company evaluates its estimates and assumptions on an ongoing basis, and bases its estimates on historical experience and on various other assumptions that ChargePoint believes to be reasonable under the circumstances, the results of which form the basis for the judgments ChargePoint makes about the carrying value of assets and liabilities that are not readily apparent from other sources. Because these estimates can vary depending on the situation, actual results may differ from these estimates. Making estimates and judgments about future events is inherently unpredictable and is subject to significant uncertainties, some of which are beyond ChargePoint's control. Should any of these estimates and assumptions change or prove to have been incorrect, it could have a material impact on ChargePoint's results of operations, financial position and statement of cash flows.

While ChargePoint's significant accounting policies are described in more detail in Note 2, *Summary of Significant Accounting Policies*, in Part II, Item 8 in the consolidated financial statements included in this Annual Report, it believes the following accounting policies and estimates to be most critical to the preparation of its consolidated financial statements.

Revenue Recognition

ChargePoint recognizes revenue using the five-step model in determining revenue recognition: (a) identification of the contract, or contracts, with a customer; (b) identification of the performance obligations in the contract; (c) determination of the transaction price; (d) allocation of the transaction price to the performance obligations in the contract; and (e) recognition of revenue when, or as, it satisfies a performance obligation.

ChargePoint enters into contracts with customers that regularly include promises to transfer multiple products and services, such as Networked Charging Systems, software subscriptions, extended maintenance, and professional services. For arrangements with multiple products and services, ChargePoint evaluates whether the individual products and services qualify as distinct performance obligations. In ChargePoint's assessment of whether products and services are a distinct performance obligation, it determines whether the customer can benefit from the product or service on its own or with other readily available resources and whether the service is separately identifiable from other products or services in the contract. This evaluation requires ChargePoint to assess the nature of each of its Networked Charging Systems, subscriptions and other offerings and how they are provided in the context of the contract, including whether they are significantly integrated which may require judgment based on the facts and circumstances of the contract.

The transaction price for each contract is determined based on the amount ChargePoint expects to be entitled to receive in exchange for transferring the promised products or services to the customer. Collectability of revenue is reasonably assured based on historical evidence of collectability of fees ChargePoint charges its customers. The transaction price in the contract is allocated to each distinct performance obligation in an amount that represents the relative amount of consideration expected to be received in exchange for satisfying each performance obligation. Revenue is recognized when performance obligations are satisfied. Revenue is recorded based on the transaction price excluding amounts collected on behalf of third parties such as sales taxes, which are collected on behalf of and remitted to governmental authorities, or driver fees, which are collected on behalf of customers who offer public charging for a fee.

When agreements involve multiple distinct performance obligations, ChargePoint accounts for individual performance obligations separately. ChargePoint applies significant judgment in identifying and accounting for each performance obligation as a result of evaluating terms and conditions in contracts. The transaction price is allocated to the separate performance obligations on a relative standalone selling price ("SSP") basis. ChargePoint determines SSP based on observable standalone selling price when it is available, as well as other factors, including the price charged to its customers, its discounting practices and its overall pricing objectives, while maximizing observable inputs. In situations where pricing is highly variable, or a product is never sold on a stand-alone basis, ChargePoint estimates the SSP using the residual approach.

Areas of Judgment and Estimates

Determining whether the Networked Charging Systems, ChargePoint Platform, Assure and professional services are considered distinct performance obligations that should be accounted for separately or as a single performance obligation requires significant judgment. In reaching its conclusion, ChargePoint assesses the nature of each individual service offering and how the services are provided in the context of the contract, including whether the services are significantly integrated, which may require judgment based on the facts and circumstances of the contract.

Determining the relative SSP for contracts that contain multiple performance obligations requires significant judgment. ChargePoint determines SSP using observable pricing when available, which takes into consideration market conditions and customer specific factors while maximizing observable inputs. When observable pricing is not available, ChargePoint applies the residual approach to estimate the SSP. After establishing the SSP, ChargePoint then allocates the transaction price using the relative selling price method.

Inventory

Inventory is stated at the lower of cost or net realizable value. Cost is computed using standard cost, which approximates actual cost, on a first-in, first-out basis. Inventory levels are analyzed periodically and written down to their net realizable value if they have become obsolete, have a cost basis in excess of expected net realizable value or are in excess of expected demand. ChargePoint analyzes current and future product demand relative to the remaining product life to identify potential excess inventories. These forecasts of future demand are based upon historical trends and adjusted for overall market conditions. Inventory write-downs are measured as the difference between the cost of the inventory and its net realizable value, and charged to inventory reserves, which is a component of cost of revenue. At the point of the loss recognition, a new, lower cost basis for those inventories is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis.

Stock-based Compensation

ChargePoint recognizes compensation costs for all stock-based awards, including stock options, restricted stock units ("RSUs"), performance restricted stock units ("PRSUs") and stock purchased under the Company's 2021 Employee Share Purchase Plan ("ESPP"), based on grant date fair value of the award. These estimates involve inherent uncertainties, and, if different assumptions had been used, stock-based compensation expense could have been materially different from the amounts recorded. For performance-based stock options issued, the value of the award is measured at the grant date as the fair value of the award and is expensed over the requisite service period, using the accelerated attribution method, once the performance condition becomes probable of being achieved. For RSUs, stock-based compensation is measured at the grant date, based on the fair value of the award and is recognized as an expense, net of estimated forfeitures, on a straight-line basis over the requisite service period. For PRSUs with a market condition, the Company uses a Monte Carlo simulation pricing model to incorporate the market condition effects at the grant date to measure the fair value of the award and is expensed over the service period. The Monte Carlo pricing model requires inputs which are subjective and generally requires judgment. For ESPP, stock-based compensation on the grant date is estimated using the Black-Scholes option-pricing model, which requires the use of certain subjective assumptions, including the expected Common Stock price volatility over the term of the award, the expected term of the award, risk-free interest rates, and the expected dividend yield of ChargePoint Common Stock.

Income Taxes

ChargePoint utilizes the asset and liability method in accounting for income taxes. Deferred tax assets and liabilities reflect the estimated future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax expense or benefit is the result of changes in the deferred tax asset and liability. Valuation allowances are established when necessary to reduce deferred tax assets where it is more likely than not that the deferred tax assets will not be realized. ChargePoint makes estimates, assumptions and judgments to determine its provision for its income taxes, deferred tax assets and liabilities, and any valuation allowance recorded against deferred tax assets. ChargePoint assesses the likelihood that its deferred tax assets will be recovered from future taxable income, and to the extent it believes that recovery is not likely, it establishes a valuation allowance.

ChargePoint recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized from such positions are then measured based on the largest benefit that has a greater than 50% likelihood of being realized upon settlement. Interest and penalties related to unrecognized tax benefits which, have not been material, are recognized within provision for income taxes.

Recent Accounting Pronouncements

For a description of recent accounting pronouncements, including the expected dates of adoption and estimated effects, if any, on ChargePoint's consolidated financial statements, see Part II, Item 8, Note 2, *Summary of Significant Accounting Policies*, of the consolidated financial statements included elsewhere in this Annual Report on Form 10-K for more information regarding recently issued accounting pronouncements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

ChargePoint is exposed to market risk for changes in interest rates. ChargePoint had cash and cash equivalents and restricted cash totaling $142.0 million as of January 31, 2026. Cash equivalents are invested primarily in money market funds. ChargePoint's investment policy is focused on the preservation of capital and supporting its liquidity needs. Under the policy, ChargePoint historically invests in highly rated securities, issued by the U.S. government, and short duration or liquid money market funds. ChargePoint does not invest in financial instruments for trading or speculative purposes, nor does it use leveraged financial instruments. ChargePoint utilizes external investment managers who adhere to the guidelines of its investment policy.

A hypothetical 10% change in interest rates would not have a material impact on the value of ChargePoint's cash, cash equivalents and short-term investments. There was no material change in ChargePoint's interest rate risk during fiscal year ended January 31, 2026 compared to fiscal year ended January 31, 2025.

Foreign Currency Risk

ChargePoint has foreign currency risks related to its revenue and operating expenses denominated in currencies other than the U.S. dollar, primarily the euro, causing both its revenue and its operating results to be impacted by fluctuations in the exchange rates. As ChargePoint's foreign operations expand, its results may be more materially impacted by fluctuations in the exchange rates of the currencies in which it does business.

Gains or losses from the revaluation of certain cash balances, accounts receivable balances and intercompany balances that are denominated in these currencies can impact ChargePoint's net loss. A hypothetical decrease in all foreign currencies against the U.S. dollar of 10% would not result in a material foreign currency loss on foreign-denominated balances, as of January 31, 2026. There was no material change in ChargePoint's foreign currency risk during fiscal year ended January 31, 2026 compared to fiscal year ended January 31, 2025.

At this time, ChargePoint does not enter into financial instruments to hedge its foreign currency exchange risk, but it may in the future.

Item 8. Financial Statements and Supplementary Data

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of ChargePoint Holdings, Inc.

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of ChargePoint Holdings, Inc. and its subsidiaries (the "Company") as of January 31, 2026 and 2025, and the related consolidated statements of operations, of comprehensive loss, of stockholders' equity and of cash flows for each of the three years in the period ended January 31, 2026, including the related notes (collectively referred to as the "consolidated financial statements"). We also have audited the Company's internal control over financial reporting as of January 31, 2026, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of January 31, 2026 and 2025, and the results of its operations and its cash flows for each of the three years in the period ended January 31, 2026 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of January 31, 2026, based on criteria established in Internal Control - Integrated Framework (2013) issued by the COSO.

Basis for Opinions

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on the Company's consolidated financial statements and on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Revenue Recognition – Networked Charging Systems and Subscriptions

As described in Note 2 to the consolidated financial statements, the Company's contracts with customers include promises to transfer multiple products and services, such as Networked Charging Systems, software subscriptions, and extended maintenance. The Company's revenue from Networked Charging Systems and subscriptions was $216.5 million and $162.4 million for the year ended January 31, 2026, respectively. Management recognizes revenue from sales of Networked Charging Systems upon shipment to distributors, resellers or direct sales customers as these customers obtain title and control over these products. Subscriptions revenue is recognized over time on a straight-line basis as the Company has a stand-ready obligation to deliver such services to the customer. When agreements involve multiple distinct performance obligations, the transaction price is allocated to the separate performance obligations on a relative standalone selling price basis. Management determines standalone selling price based on observable standalone selling price when it is available, as well as the price charged to customers, its discounting practices and its overall pricing objectives. In situations where pricing is highly variable, or a product is never sold on a stand-alone basis, management estimates the standalone selling price using the residual approach.

The principal consideration for our determination that performing procedures relating to Networked Charging Systems and subscriptions revenue recognition is a critical audit matter is a high degree of auditor effort in performing procedures related to the Company's revenue recognition for Networked Charging Systems revenue and subscriptions revenue.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included testing the effectiveness of controls relating to the revenue recognition process, including controls over (i) the recognition of Networked Charging Systems and subscriptions revenue once the performance obligation has been satisfied and (ii) the estimation of standalone selling prices. These procedures also included, among others, (i) testing revenue recognized for a sample of revenue transactions by obtaining and inspecting source documents, such as purchase orders, invoices, subsequent cash receipts, and proof of shipment; (ii) confirming a sample of outstanding customer invoice balances as of January 31, 2026 and, for confirmations not returned, obtaining and inspecting source documents, such as purchase orders, invoices, subsequent cash receipts, and proof of shipment; (iii) for a sample of Networked Charging Systems revenue transactions before January 31, 2026, testing when control of the Networked Charging Systems was transferred to the customer by obtaining and inspecting source documents, such as purchase order and proof of shipment; (iv) testing the relative allocation of the transaction price to individual performance obligation based on the standalone selling price for a sample of contracts; and (v) evaluating management's estimates of the standalone selling price. Evaluating management's estimates of standalone selling price included (i) testing management's process for estimating the standalone selling price; (ii) evaluating the appropriateness of the observable standalone selling price and residual approach used by management; and (iii) testing the completeness and accuracy of underlying data used in the observable standalone selling price and residual approach.

/s/ PricewaterhouseCoopers LLP
San Jose, California
April 2, 2026

We have served as the Company's auditor since 2016.

ChargePoint Holdings, Inc.
Consolidated Balance Sheets
January 31, 2026 and 2025
(in thousands, except share and per share data)

	January 31,	
	2026	2025
Assets		
Current assets:		
Cash and cash equivalents	$ 141,564	$ 224,571
Restricted cash	400	400
Accounts receivable, net of allowance of $16,000 as of January 31, 2026 and $20,100 as of January 31, 2025	86,132	95,906
Inventories	214,903	209,262
Prepaid expenses and other current assets	19,028	36,435
Total current assets	462,027	566,574
Property and equipment, net	24,665	35,361
Intangible assets, net	60,534	66,175
Operating lease right-of-use assets	11,450	14,680
Goodwill	227,938	207,540
Other assets	5,631	7,845
Total assets	$ 792,245	$ 898,175
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 90,094	$ 64,050
Accrued and other current liabilities	141,723	124,679
Deferred revenue	119,381	105,017
Debt, current	32,371	—
Total current liabilities	383,569	293,746
Deferred revenue, noncurrent	131,200	134,198
Debt, noncurrent	228,480	297,092
Operating lease liabilities	10,677	15,267
Deferred tax liabilities	13,038	12,036
Other long-term liabilities	3,982	8,365
Total liabilities	770,946	760,704
Commitments and contingencies (Note 7)		
Stockholders' equity:		
Common stock: $0.0001 par value; 1,000,000,000 shares authorized as of each of January 31, 2026 and 2025; 24,316,597 and 22,805,115 shares issued and outstanding as of January 31, 2026 and 2025, respectively	2	2
Preferred stock, $0.0001 par value; 10,000,000 shares authorized as of each of January 31, 2026 and 2025; zero shares issued and outstanding as of each of January 31, 2026 and 2025	—	—
Additional paid-in capital	2,128,764	2,054,340
Accumulated other comprehensive loss	4,168	(25,433)
Accumulated deficit	(2,111,635)	(1,891,438)
Total stockholders' equity	21,299	137,471
Total liabilities and stockholders' equity	$ 792,245	$ 898,175

The accompanying notes are an integral part of these consolidated financial statements.

ChargePoint Holdings, Inc.
Consolidated Statements of Operations
Years Ended January 31, 2026, 2025, and 2024
(in thousands, except share and per share data)

	Year Ended January 31,		
	2026	2025	2024
Revenue			
Networked Charging Systems	$ 216,514	$ 234,802	$ 360,822
Subscriptions	162,387	144,325	120,445
Other	32,323	37,956	25,372
Total revenue	411,224	417,083	506,639
Cost of revenue			
Networked Charging Systems	199,668	223,351	386,149
Subscriptions	61,875	71,218	73,595
Other	24,079	21,833	16,777
Total cost of revenue	285,622	316,402	476,521
Gross profit	**125,602**	**100,681**	**30,118**
Operating expenses			
Research and development	139,272	141,276	220,781
Sales and marketing	100,720	130,890	150,186
General and administrative	95,748	81,514	109,102
Total operating expenses	335,740	353,680	480,069
Loss from operations	**(210,138)**	**(252,999)**	**(449,951)**
Gain on debt exchange	11,223	—	—
Interest income	4,488	8,347	9,603
Interest expense	(23,860)	(24,653)	(16,273)
Other expense, net	2,138	(3,389)	(1,009)
Net loss before income taxes	**$ (216,149)**	**$ (272,694)**	**$ (457,630)**
Provision (benefit) for income taxes	4,048	4,372	(21)
Net loss	**$ (220,197)**	**$ (277,066)**	**$ (457,609)**
Net loss attributable to common stockholders - Basic	**$ (220,197)**	**$ (277,066)**	**$ (457,609)**
Net loss attributable to common stockholders - Diluted	**$ (220,197)**	**$ (277,066)**	**$ (457,609)**
Weighted average shares outstanding - Basic	23,408,373	21,674,490	18,776,494
Weighted average shares outstanding - Diluted	23,408,373	21,674,490	18,776,494
Net loss per share - Basic	$ (9.41)	$ (12.78)	$ (24.37)
Net loss per share - Diluted	$ (9.41)	$ (12.78)	$ (24.37)

The accompanying notes are an integral part of these consolidated financial statements

ChargePoint Holdings, Inc.
Consolidated Statements of Comprehensive Loss
Years Ended January 31, 2026, 2025, and 2024
(in thousands)

	Year Ended January 31,		
	2026	2025	2024
Net loss	$ (220,197)	$ (277,066)	$ (457,609)
Other comprehensive income (loss):			
Foreign currency translation adjustment, net of tax	29,601	(9,507)	9
Available-for-sale short-term investments:			
Reclassification adjustment for net realized gains on short-term investments included in net income, net of tax	—	—	449
Other comprehensive income (loss)	29,601	(9,507)	458
Comprehensive loss	$ (190,596)	$ (286,573)	$ (457,151)

The accompanying notes are an integral part of these consolidated financial statements.

ChargePoint Holdings, Inc.
Consolidated Statements of Stockholders' Equity
Years Ended January 31, 2026, 2025, and 2024
(in thousands, except share data)

	Common Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount				
Balances as of January 31, 2023	**17,416,524**	**$ 2**	**$ 1,528,137**	**$ (16,384)**	**$ (1,156,763)**	**$ 354,992**
Issuance of common stock under stock plans, net of tax withholding	611,156	—	3,763	—	—	3,763
Issuance of common stock in connection with ATM offerings, net of issuance costs	2,964,974	—	287,199	—	—	287,199
Issuance of common stock upon ESPP purchase	63,265	—	8,290	—	—	8,290
Vesting of early exercised stock options	—	—	31	—	—	31
Repurchase of unvested restricted shares	(83)	—	—	—	—	—
Impact of convertible note modification	—	—	13,225	—	—	13,225
Stock-based compensation	—	—	117,327	—	—	117,327
Net loss	—	—	—	—	(457,609)	(457,609)
Other comprehensive income	—	—	—	458	—	458
Balances as of January 31, 2024	**21,055,836**	**$ 2**	**$ 1,957,972**	**$ (15,926)**	**$ (1,614,372)**	**$ 327,676**
Issuance of common stock under stock plans, net of tax withholding	1,181,700	—	6,194	—	—	6,194
Issuance of common stock in connection with ATM offerings, net of issuance costs	415,915	—	10,214	—	—	10,214
Issuance of common stock upon ESPP purchase	151,664	—	4,309	—	—	4,309
Stock-based compensation	—	—	75,651	—	—	75,651
Net loss	—	—	—	—	(277,066)	(277,066)
Other comprehensive loss	—	—	—	(9,507)	—	(9,507)
Balances as of January 31, 2025	**22,805,115**	**$ 2**	**$ 2,054,340**	**$ (25,433)**	**$ (1,891,438)**	**$ 137,471**
Issuance of common stock under stock plans, net of tax withholdings	1,115,859	—	(160)	—	—	(160)
Issuance of common stock upon ESPP purchase	194,034	—	2,091	—	—	2,091
Issuance of common stock for contractual Interest Shares and ATM	204,410	—	1,725	—	—	1,725
Issuance of warrants	—	—	6,133	—	—	6,133
Stock-based compensation	—	—	64,694	—	—	64,694
Net loss	—	—	—	—	(220,197)	(220,197)
Other comprehensive income	—	—	—	29,601	—	29,601
Fractional share adjustment due to reverse stock split	(2,821)	—	(59)	—	—	(59)
Balance as of January 31, 2026	**24,316,597**	**$ 2**	**$ 2,128,764**	**$ 4,168**	**$ (2,111,635)**	**$ 21,299**

The accompanying notes are an integral part of these consolidated financial statements.

ChargePoint Holdings, Inc.
Consolidated Statements of Cash Flows
Years Ended January 31, 2026, 2025, and 2024
(in thousands)

	Year Ended January 31,		
	2026	**2025**	**2024**
Cash flows from operating activities			
Net loss	$ (220,197)	$ (277,066)	$ (457,609)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation and amortization	27,047	29,192	28,486
Non-cash operating lease cost	3,572	3,535	4,343
Stock-based compensation	64,694	75,651	117,327
Amortization of deferred contract acquisition costs	3,308	3,207	2,859
Inventory impairment	—	—	70,000
Gain on debt exchange	(11,223)	—	—
Paid-in-kind non-cash interest expense	20,076	9,099	—
Foreign currency transactions (gain) loss	(3,740)	2,589	(1,159)
Reserves and other	5,182	26,904	8,439
Changes in operating assets and liabilities, net of effect of acquisitions:			
Accounts receivable, net	12,886	17,371	36,510
Inventories	7,175	(17,048)	(173,661)
Prepaid expenses and other assets	13,073	2,274	7,002
Accounts payable, operating lease liabilities, and accrued and other liabilities	7,921	(31,897)	(4,307)
Deferred revenue	7,391	9,242	32,829
Net cash used in operating activities	(62,835)	(146,947)	(328,941)
Cash flows from investing activities			
Purchases of property and equipment	(4,165)	(12,073)	(19,424)
Maturities of investments	—	—	105,000
Net cash (used in) provided by investing activities	(4,165)	(12,073)	85,576
Cash flows from financing activities			
Repayment of borrowings	(39,747)	—	—
Change in driver funds and amounts due to customers	22,477	7,817	13,691
Debt issuance costs related to 2025 Senior Loan	(4,562)	—	—
Debt issuance costs related to the revolving credit facility	—	—	(2,882)
Settlement of contingent earnout liability	—	—	(3,537)
Proceeds from issuance of stock in connection with stock plans, net of withholding taxes	1,888	10,507	12,054
Proceeds from issuance of common stock in connection with ATM offerings, net of issuance costs	—	10,214	287,198
Other financing activities	(59)	—	—
Net cash (used in) provided by financing activities	(20,003)	28,538	306,524
Effect of exchange rate changes on cash, cash equivalents, and restricted cash	3,996	(2,357)	89
Net increase (decrease) in cash, cash equivalents, and restricted cash	(83,007)	(132,839)	63,248
Cash, cash equivalents, and restricted cash at beginning of period	224,971	357,810	294,562
Cash, cash equivalents, and restricted cash at end of period	$ 141,964	$ 224,971	$ 357,810
Supplementary cash flow information			
Cash paid for interest	$ 455	$ 10,673	$ 10,763
Cash paid for taxes	$ 2,884	$ 2,748	$ 1,107
Supplementary cash flow information on non-cash investing and financing activities			
Impact of convertible note modification	$ —	$ —	$ 13,225
Right-of-use assets obtained in exchange for lease liabilities	$ —	$ 2,796	$ 536
Impairment charges and accelerated depreciation of right-of-use assets due to reorganization	$ —	$ —	$ (5,647)
Acquisitions of property and equipment included in accounts payable and accrued and other current liabilities	$ 617	$ 229	$ 2,095
Vesting of early exercised stock options	$ —	$ —	$ 30
Issuance of Common Stock for contractual Interest Shares*	$ 1,721	$ —	$ —
Convertible notes exchange*			

*Refer to Note 6, *Debt*

The accompanying notes are an integral part of these consolidated financial statements.

ChargePoint Holdings, Inc.
Notes to Consolidated Financial Statements

1. Description of Business and Basis of Presentation

ChargePoint Holdings, Inc. ("ChargePoint" or the "Company," or "it," or "its") designs, develops and markets networked electric vehicle ("EV") charging system infrastructure ("Networked Charging Systems"), connected through cloud-based-software services (the "ChargePoint Platform") which (i) enable charging system owners, or hosts, to manage their Networked Charging Systems, and (ii) enable drivers to locate, reserve and authenticate Networked Charging Systems, and to transact EV charging sessions on those systems. ChargePoint's Networked Charging Systems, subscriptions and other offerings provide an open platform that integrates with system hardware from ChargePoint and other manufacturers, connecting systems over an intelligent network that provides real-time information about charging sessions and full control, support and management of the Networked Charging Systems. This network also provides multiple web-based portals for charging system owners, fleet managers, drivers and utilities. In addition, the Company offers a range of extended warranties ("Assure").

The Company's fiscal year ends on January 31. References to fiscal years 2026, 2025, and 2024 relate to the fiscal years ended January 31, 2026, January 31, 2025, and January 31, 2024, respectively.

Basis of Presentation

The consolidated financial statements and accompanying notes have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The Company's consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

The Company's consolidated financial statements have been prepared on the basis of continuity of operations, the realization of assets, and the satisfaction of liabilities in the ordinary course of business. Since inception, the Company has been engaged in developing and marketing its Networked Charging Systems, subscriptions and other offerings, raising capital, and recruiting personnel. The Company has incurred net operating losses and negative cash flows from operations in every year since inception and expects this to continue for the foreseeable future. As of January 31, 2026, the Company had an accumulated deficit of $2,111.6 million.

The Company's principal sources of liquidity are its cash and cash equivalents, cash generated from sales to customers, debt financing (as described in Note 6, *Debt),* and proceeds from sales of Common Stock. The Company had cash, cash equivalents and restricted cash of $142.0 million as of January 31, 2026. As of the date on which these consolidated financial statements were issued, the Company believes that its cash on hand, together with cash generated from sales to customers, will satisfy its working capital and capital requirements for at least the next twelve months following the issuance of the consolidated financial statements. The Company's assessment of the period of time its financial resources will be adequate to support its operations is a forward-looking statement and involves risks and uncertainties. The Company's actual results could vary as a result of, and its near- and long-term future capital requirements will depend on, many factors, including its growth rate, subscription renewal activity, the timing and extent of spending to support its acquisitions, infrastructure, and research and development efforts, the expansion of sales and marketing activities, the timing of new introductions of products or features, the continuing market adoption of its Networked Charging Systems and ChargePoint Platform, and the overall market acceptance of EVs. The Company has and may in the future enter into arrangements to acquire or invest in complementary businesses, services, and technologies, including intellectual property rights. The Company has based its estimates on assumptions that may prove to be wrong, and it could use its available capital resources sooner than it currently expects. The Company may be required to seek additional equity or debt financing. Future liquidity and cash requirements will depend on numerous factors, including market penetration, the introduction of new products, and potential acquisitions of related businesses or technology. If additional financing is required from outside sources, the Company may not be able to raise it on acceptable terms or at all. If the Company is unable to raise additional capital when desired, or if it cannot expand its operations or otherwise capitalize on its business opportunities because it lacks sufficient capital, the Company may need to reorganize its operations including through further reductions in its workforce and its business, operating results, and financial condition would be materially adversely affected.

Reclassifications

Certain amounts in the prior year consolidated financial statements have been reclassified to conform to the presentation of the current year consolidated financial statements. These reclassifications had no effect on consolidated total assets and liabilities, consolidated net loss, or stockholders' equity as previously reported.

Reverse Stock Split

On July 28, 2025, the Company effected a 1-for-20 reverse stock split of the Company's Common Stock (the "Reverse Stock Split"). As a result of the Reverse Stock Split, every 20 shares of the Company's Common Stock issued and outstanding were automatically reclassified into one new share of Common Stock. Proportionate adjustments were also made to securities outstanding or issuable under the Company's equity incentive plans and existing agreements before the Reverse Stock Split to adjust (i) the exercise prices, share based vesting criteria and the number of shares underlying the Company's outstanding equity awards, as applicable, (ii) the number of shares issuable under the Company's equity incentive plans and certain existing agreements, (iii) the number of shares purchasable upon exercise, and/or the exercise prices, of the Company's outstanding warrants to purchase shares of the Company's Common Stock and (iv) the conversion rate of the Company's convertible notes in accordance with the indenture governing the convertible notes. The Reverse Stock Split did not decrease the number of authorized shares of Common Stock and preferred stock or otherwise affect the par value of the Common Stock. No fractional shares were issued in connection with the Reverse Stock Split and any fractional shares resulting from the Reverse Stock Split were rounded down to the nearest whole share. Stockholders who were otherwise entitled to receive fractional shares as a result of the Reverse Stock Split were paid cash in lieu thereof. All shares of the Company's Common Stock, per-share data and related information included in the accompanying consolidated financial statements have been retroactively adjusted as though the Reverse Stock Split had been effected prior to all periods presented.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of the accompanying consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions about future events. These estimates and the underlying assumptions affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities, and reported amounts of revenue and expenses. Actual results and outcomes could differ significantly from the Company's estimates, judgments, and assumptions. Significant estimates include determining standalone selling price for performance obligations in contracts with customers, allowances for expected credit losses, inventory reserves, the useful lives of long-lived assets, the determination of the incremental borrowing rate used for operating lease liabilities, valuation of acquired goodwill and intangible assets, the value of common stock and other assumptions used to measure stock-based compensation, and the valuation of deferred income tax assets and uncertain tax positions. These estimates and assumptions are based on management's best estimates and judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, which management believes to be reasonable under the circumstances. The Company adjusts such estimates and assumptions when facts and circumstances dictate. Changes in those estimates resulting from continuing changes in the economic environment will be reflected in the financial statements in future periods. As future events and their effects cannot be determined with precision, actual results could materially differ from those estimates and assumptions.

Concentration of Credit Risk and Other Risks and Uncertainties

Financial instruments that potentially subject the Company to credit risk consist primarily of cash and cash equivalents, short-term investments, and accounts receivable. Cash and cash equivalents are held in domestic and foreign cash accounts across large, creditworthy financial institutions. The Company has not experienced any losses on its deposits of cash and cash equivalents through deposits with federally insured commercial banks and at times cash balances may be in excess of federal insurance limits. Short-term investments have historically consisted of U.S. treasury bills that carry high-credit ratings and accordingly, minimal credit risk exists with respect to these balances.

Accounts receivable are stated at the amount the Company expects to collect. The Company generally does not require collateral or other security in support of accounts receivable. To reduce credit risk, management performs ongoing credit evaluations of its customers' financial condition.

Concentration of credit risk with respect to trade accounts receivable is considered to be limited due to the diversity of the Company's customer base and geographic sales areas. As of January 31, 2026, one customer, a channel partner, individually accounted for 14% of accounts receivable, net. As of January 31, 2025, no customer individually accounted for 10% or more of accounts receivable, net. For the year ended January 31, 2026, one customer, a channel partner, individually accounted for 10% of total revenue. For the year ended January 31, 2025 and 2024, there were no customers that represented 10% or more of total revenue.

The Company's revenue is concentrated in the infrastructure needed for charging EVs, an industry which is highly competitive and rapidly changing. Significant technological changes within the industry or customer requirements, or the emergence of competitive products with new capabilities or technologies, could adversely affect the Company's operating results.

Segment Reporting

Operating segments are defined as components of an entity where discrete financial information is evaluated regularly by the chief operating decision maker ("CODM") in deciding how to allocate resources and in assessing performance. The Company operates as one operating segment. Accordingly, its CODM, who is its Chief Executive Officer, uses consolidated net income or loss to measure segment profit or loss for purposes of making decisions regarding allocating resources and assessing Company performance. In addition, the CODM reviews the significant expenses, categorized as cost of sales and each major operating expense category (i.e., research and development, sales and marketing, and general and administrative) using consolidated amounts presented in the Consolidated Statements of Operations. The Company has no segment managers who are held accountable by the CODM for operations, operating results, and planning for levels of components below the consolidated unit level.

Cash, Cash Equivalents, and Restricted Cash

The Company considers all highly liquid investments with an original maturity of three months or less, when purchased, to be cash equivalents. Cash equivalents may be invested in money market funds. Cash and cash equivalents are carried at cost, which approximates their fair value.

Restricted cash relates to cash deposits restricted under letters of credit issued in support of customer and contract manufacturer agreements.

The reconciliation of cash, cash equivalents, and restricted cash to amounts presented in the consolidated statements of cash flows were as follows:

	January 31,		
	2026	2025	2024
		(in thousands)	
Cash and cash equivalents	$ 141,564	$ 224,571	$ 327,410
Restricted cash	400	400	30,400
Total cash, cash equivalents, and restricted cash	**$ 141,964**	**$ 224,971**	**$ 357,810**

Accounts Receivable, net

Accounts receivable for products, services and in certain scenarios charging sessions are recorded at the invoiced amount and are non-interest bearing. The Company performs ongoing credit evaluations of its customers and maintains an allowance for expected credit losses related to its existing accounts receivable and net realizable value to ensure trade receivables are not overstated due to uncollectibility. Allowances are provided for individual accounts receivable when the Company becomes aware of a customer's inability to meet its financial obligations, such as in the case of bankruptcy, deterioration in the customer's operating results, or change in financial position. If circumstances related to customers change, estimates of the recoverability of receivables are further adjusted. The Company also considers broader factors in evaluating the sufficiency of its allowances, including the length of time receivables are past due, macroeconomic conditions, significant one-time events, and historical experience. When the Company determines that there are accounts receivable that are uncollectible, they are written off against the allowance. The change in the allowance for expected credit losses for the years ended January 31, 2026, 2025, and 2024 was as follows:

	Beginning Balance	Change in Provision	Write-offs	Ending Balance
		(in thousands)		
Year ended January 31, 2026				
Allowance for expected credit losses	$ 20,100	$ (1,099)	$ (3,001)	$ 16,000
Year ended January 31, 2025				
Allowance for expected credit losses	$ 14,000	$ 10,571	$ (4,471)	$ 20,100
Year ended January 31, 2024				
Allowance for expected credit losses	$ 10,000	$ 6,026	$ (2,026)	$ 14,000

Inventories

Inventories are stated at the lower of cost or net realizable value. Cost is computed using standard cost, which approximates actual cost, on a first-in, first-out basis. Inventory levels are analyzed periodically and written down to their net realizable value if they have become obsolete, have a cost basis in excess of expected net realizable value or are in excess of expected demand. The Company analyzes current and future product demand relative to the remaining product life to identify potential excess inventories. The write-down is measured as the difference between the cost of the inventories and net realizable value and charged to inventory reserves, which is a component of cost of revenue. At the point of the loss recognition, a new, lower cost basis for those inventories is established, and subsequent changes in facts and circumstances do not result in the restoration or increase in that newly established cost basis.

Property and Equipment, net

Property and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation is computed using the straight-line method over the estimated useful lives of the respective assets, as follows:

	Useful Lives
Furniture and fixtures	3 to 5 years
Computers and software	3 to 5 years

	Useful Lives
Machinery and equipment	3 to 5 years
Tooling	3 to 5 years
Leasehold improvements	Shorter of the estimated lease term or useful life
Owned and operated systems	5 to 7 years

Leasehold improvements are amortized over the shorter of estimated useful lives of the assets or the lease term. Expenditures for repairs and maintenance are charged to expense as incurred. Upon disposition, the cost and related accumulated depreciation are removed from the accounts and the resulting gain or loss is reflected in the consolidated statements of operations.

ChargePoint as a Service ("CPaaS") combines the customer's use of the Company's owned and operated Networked Charging Systems with the ChargePoint Platform and Assure into a single subscription. When CPaaS contracts contain a lease, the underlying asset is carried at its carrying value within property and equipment, net on the consolidated balance sheets.

Internal-Use Software Development Costs

The Company capitalizes qualifying internal-use software development costs incurred during the application development stage for internal tools and cloud-based applications used to deliver its services, provided that management with the relevant authority authorizes and commits to the funding of the project, it is probable the project will be completed, and the software will be used to perform the function intended. Costs related to preliminary project activities and post implementation activities are expensed as incurred. Capitalized internal-use software development costs are included in property and equipment and are amortized on a straight-line basis over their estimated useful lives once it is ready for its intended use. Amortization of capitalized internal-use software development costs is included within cost of revenue for Networked Charging Systems and subscriptions, research and development expense, sales and marketing expense, and general and administrative expense based on the use of the software. Costs incurred for enhancements that are expected to result in additional material functionality are capitalized. As of January 31, 2026 and 2025, capitalized costs have not been material.

Leases

Lessee

The Company determines if a contract is a lease or contains a lease at the inception of the contract and reassesses that conclusion if the contract is modified. All leases are assessed for classification as an operating lease or a finance lease. Operating lease right-of-use ("ROU") assets are presented separately on the Company's consolidated balance sheets. Operating lease liabilities are separated into a current portion, included within accrued and other current liabilities on the Company's consolidated balance sheets, and a noncurrent portion included within operating lease liabilities on the Company's consolidated balance sheets. The Company does not have material finance leases. ROU assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent its obligation to make lease payments arising from the lease. The Company does not obtain and control its right to use the asset until the lease commencement date.

The Company's lease liabilities are recognized at the applicable lease commencement date based on the present value of the lease payments required to be paid over the lease term. As the Company's leases do not provide an implicit rate, the Company uses its incremental borrowing rate to discount the lease payments to present value. The estimated incremental borrowing rate is derived from information available at the lease commencement date. The Company's ROU assets are also recognized at the applicable lease commencement date. The ROU asset equals the carrying amount of the related lease liability, adjusted for any lease payments made prior to lease commencement and lease incentives provided by the lessor. Variable lease payments are expensed as incurred and do not factor into the measurement of the applicable ROU asset or lease liability.

The term of the Company's leases equals the non-cancellable period of the lease, including any rent-free periods provided by the lessor, and also includes options to renew or extend the lease (including by not terminating the lease) that the Company is reasonably certain to exercise. The Company establishes the term of each lease at lease commencement and reassesses that term in subsequent periods when one of the triggering events outlined in ASC 842 occurs. Operating lease cost for lease payments is recognized on a straight-line basis over the lease term.

The Company's lease contracts often include lease and non-lease components. The Company has elected the practical expedient offered by the standard to not separate the lease from non-lease components and accounts for them as a single lease component.

The Company has elected, for all classes of underlying assets, not to recognize ROU assets and lease liabilities for leases with a term of twelve months or less. Lease cost for short-term leases is recognized on a straight-line basis over the lease term.

Similar to other long-lived assets discussed below, the Company measures recoverability of these assets by comparing the carrying amounts to the future undiscounted cash flows that the assets or the asset group are expected to generate. If the carrying value of the assets are not recoverable, the impairment recognized is measured as the amount by which the carrying value of the asset exceeds its fair value. For leased assets, such circumstances would include the decision to leave a leased facility prior to the end of the minimum lease term or subleases for which estimated cash flows do not fully cover the costs of the associated lease. The Company committed to a decision to exit and sublease or cease use of certain facilities to align with the Company's anticipated operating needs and incurred impairment charges related to real estate operating right-of-use assets of $2.7 million during the year ended January 31, 2024. Refer to Note 14, *Restructuring*, in the notes to the consolidated financial statements for further information.

Lessor

The Company leases Networked Charging Systems to customers within certain CPaaS contracts. The leasing arrangements the Company enters into with lessees are operating leases, and as a result, the underlying asset is carried at its carrying value as owned and operated systems within property and equipment, net on the consolidated balance sheets.

Impairment of Long-Lived Assets

The Company evaluates long-lived assets or asset groups for impairment whenever events indicate that the carrying amount of an asset or asset group may not be recoverable based on expected future cash flows attributable to that asset or asset group. Recoverability of assets held and used is measured by comparison of the carrying amounts of an asset or an asset group to the estimated future undiscounted cash flows which the asset or asset group is expected to generate. If the carrying amount of an asset or asset group exceeds estimated undiscounted future cash flows, then an impairment charge would be recognized based on the excess of the carrying amount of the asset or asset group over its fair value. Assets to be disposed of are reported at the lower of their carrying amount or fair value less costs to sell. With the exception of impairment charges related to real estate operating right-of-use assets discussed above, there was no other material impairments of long-lived assets for the years ended January 31, 2026, 2025, and 2024.

Business Combinations

The total purchase consideration for an acquisition is measured as the fair value of the assets transferred, equity instruments issued, and liabilities assumed at the acquisition date. Costs that are directly attributable to the acquisition are expensed as incurred and included in general and administrative expense in the Company's consolidated statements of operations. Identifiable assets (including intangible assets), liabilities assumed (including contingent liabilities), and noncontrolling interests in an acquisition are measured initially at their fair values at the acquisition date. The Company recognizes goodwill if the fair value of the total purchase consideration and any noncontrolling interests is in excess of the net fair value of the identifiable assets acquired and the liabilities assumed. Determining the fair value of assets acquired and liabilities assumed requires management to use significant judgment and estimates including the selection of valuation methodologies, cost of capital, future cash flows, and discount rates. The Company's estimates of fair value are based on assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. During the measurement period, not to exceed one year from the date of acquisition, the Company may record adjustments to the assets acquired and liabilities assumed, with a corresponding offset to goodwill. The Company includes the results of operations of the acquired business in the consolidated financial statements beginning on the acquisition date.

Goodwill

Goodwill represents the excess of the purchase price of an acquired business over the fair value of the net tangible and identifiable intangible assets acquired. The carrying amount of goodwill is reviewed for impairment at least annually, in the fourth quarter, or whenever events or changes in circumstances indicate that the carrying value may not be recoverable. As of January 31, 2026 and 2025, the Company had a single operating segment and reporting unit structure. As part of the annual goodwill impairment test performed in the fourth quarter, the Company first performs a qualitative assessment to determine whether further impairment testing is necessary. If, as a result of the qualitative assessment, it is more likely than not that the fair value of the reporting unit is less than its carrying amount, the quantitative impairment test will be required. If the Company has determined it necessary to perform a quantitative impairment assessment, the Company will compare the fair value of the reporting unit with its carrying amount and recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value, limited to the total amount of goodwill of the reporting unit. The carrying value of goodwill was $227.9 million as of January 31, 2026 and $207.5 million as of January 31, 2025, and no goodwill impairment has been recognized to date.

Intangible Assets

Intangible assets consist primarily of customer relationships and developed technology. Acquired intangible assets are initially recorded at the acquisition-date fair value and amortized on a straight line basis over their estimated useful lives ranging from six to ten years.

Fair Value of Financial Instruments

Fair value is defined as an exchange price that would be received to sell an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants. Assets and liabilities measured at fair value are classified into the following categories based on the inputs used to measure fair value:

- (Level 1) — Quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date;
- (Level 2) — Inputs other than quoted prices in active markets that are observable for the asset or liability, either directly or indirectly; and
- (Level 3) — Inputs that are unobservable for the asset or liability.

The Company classifies financial instruments in Level 3 of the fair value hierarchy when there is reliance on at least one significant unobservable input to the valuation model. In addition to these unobservable inputs, the valuation models for Level 3 financial instruments typically also rely on a number of inputs that are readily observable, either directly or indirectly. The Company's assessment of a particular input to the fair value measurement requires management to make judgments and consider factors specific to the asset or liability. The fair value hierarchy requires the use of observable market data when available in determining fair value. The Company recognizes transfers between levels within the fair value hierarchy, if any, at the end of each period. There were no transfers between levels during the periods presented. The Company had no material non-financial assets valued on a non-recurring basis that resulted in an impairment in any period presented.

The carrying values of the Company's cash equivalents, accounts receivable, net, accounts payable, and accrued and other current liabilities approximate fair value based on the highly liquid, short-term nature of these instruments. Certain assets, including goodwill and other intangible assets, which are measured at fair value on a non-recurring basis and are adjusted to fair value only if an impairment charge is recognized. The categorization of the framework used to measure fair value of the assets is considered to be within the Level 3 valuation hierarchy due to the subjective nature of the unobservable inputs used.

As of January 31, 2026 and 2025, there were no assets or liabilities that were measured at fair value on a recurring basis.

Debt Modification and Extinguishments

When debt is modified or extinguished, the Company evaluates whether the modification qualifies as a troubled debt restructuring ("TDR") under ASC 470-60 - *Troubled Debt Restructuring by Debtors* ("ASC 470-60"), which requires debt modifications to be evaluation if (1) the borrower is experiencing financial difficulty, and (2) the lender grants the borrower a concession. Concessions may include modifications to the terms of the debt, such as reducing the interest rate, extending the repayment period, or forgiving a portion of the debt. The Company also evaluates debt amendments in accordance with ASC Topic 470-50, *Debt Modifications and Extinguishments*, which requires modification to debt instruments to be evaluated to assess whether the modifications are considered "substantial modifications." This evaluation includes (1) if applicable, the change in fair value of an embedded conversion option to that of the carrying value of the debt immediately prior to amendment and (2) the net present value of future cash flows of the amended debt to that of the original debt to determine, in each case, if a change greater than 10% occurred. In instances where the net present value of future cash flows or the fair value of an embedded conversion option, if any, changed more than 10%, the Company applies extinguishment accounting. In instances where the net present value of future cash flows and the fair value of an embedded conversion option, if any, changed less than 10%, the Company obtains the fair value of the embedded conversion option to determine if the change in fair value is an increase of more than 10% of the carrying value of the debt immediately prior to the amendment.

Revenue Recognition

ChargePoint accounts for revenue in accordance with ASC 606, *Revenue from Contracts with Customer*s ("ASC 606"). The Company recognizes revenue using the following five-step model as prescribed by ASC 606:

- Identification of the contract, or contracts, with a customer;
- Identification of the performance obligations in the contract;
- Determination of the transaction price;
- Allocation of the transaction price to the performance obligations in the contract; and
- Recognition of revenue when, or as, the Company satisfies a performance obligation.

Significant judgment and estimates are necessary for the allocation of the proceeds received from an arrangement to the multiple performance obligations and the appropriate timing of revenue recognition. The Company enters into contracts with customers that regularly include promises to transfer multiple products and services, such as Networked Charging Systems, software subscriptions, extended maintenance, and professional services. For arrangements with multiple products or services, the Company evaluates whether the individual products or services qualify as distinct performance obligations. In its assessment of whether products or services are a distinct performance obligation, the Company determines whether the customer can benefit from the product or service on its own or with other readily available resources and whether the service is separately identifiable from other products or services in the contract. This evaluation requires the Company to assess the nature of each of its Networked Charging Systems, subscriptions, and other offerings and how each is provided in the context of the contract, including whether they are significantly integrated which may require judgment based on the facts and circumstances of the contract.

The transaction price for each contract is determined based on the amount the Company expects to be entitled to receive in exchange for transferring the promised products or services to the customer. Collectability of revenue is reasonably assured based on historical evidence of collectability of fees the Company charges its customers. The transaction price in the contract is allocated to each distinct performance obligation in an amount that represents the relative amount of consideration expected to be received in exchange for satisfying each performance obligation. Revenue is recognized when performance obligations are satisfied. Revenue is recorded based on the transaction price excluding amounts collected on behalf of third parties such as sales taxes, which are collected on behalf of and remitted to governmental authorities, or driver fees, collected on behalf of customers who offer public charging for a fee.

When agreements involve multiple distinct performance obligations, the Company accounts for individual performance obligations separately if they are distinct. The Company applies significant judgment in identifying and accounting for each performance obligation, as a result of evaluating terms and conditions in contracts. The transaction price is allocated to the separate performance obligations on a relative standalone selling price (“SSP”) basis. The Company determines SSP based on observable standalone selling price when it is available, as well as other factors, including the price charged to its customers, its discounting practices, and its overall pricing objectives, while maximizing observable inputs. In situations where pricing is highly variable, or a product is never sold on a stand-alone basis, the Company estimates the SSP using the residual approach.

The Company usually bills its customers at the onset of the arrangement for both the products and a predetermined period of time for services. Contracts for services typically range from annual to multi-year agreements with typical payment terms of 30 to 90 days.

Networked Charging Systems revenue

Networked Charging Systems revenue includes revenue related to the deliveries of EV charging system infrastructure and fees received for transferring regulatory credits earned for participating in low carbon fuel programs in jurisdictions with such programs. The Company recognizes revenue from sales of Networked Charging Systems upon shipment to distributors, resellers or direct sales customers as these customers obtain title and control over these products. Revenue is adjusted for estimated returns. Revenue from regulatory credits is recognized at the point in time the regulatory credits are transferred.

Subscriptions revenue

Subscriptions revenue consists of services related to the ChargePoint Platform, as well as extended maintenance service plans under Assure. Subscriptions revenue is recognized over time on a straight-line basis as the Company has a stand-ready obligation to deliver such services to the customer.

Subscriptions revenue also consists of CPaaS revenue, which combines the customer’s use of the Company’s owned and operated Networked Charging Systems with the ChargePoint Platform and Assure programs into a single subscription. CPaaS subscriptions are considered for accounting purposes to contain a lease for the customer’s use of the Company’s owned and operated systems unless the location allows the Company to receive incremental economic benefit from regulatory credits earned on that owned and operated system. The leasing arrangements the Company enters into with lessees are operating leases. The Company recognizes operating lease revenue on a straight-line basis over the lease term and expenses deferred initial direct costs on the same basis. Lessor revenue relates to operating leases and historically has not been material.

Other revenue

Other revenue consists of charging related fees received from drivers using charging sites owned and operated by the Company, net transaction fees earned for processing payments collected on driver charging sessions at charging sites owned by ChargePoint customers, and other professional services. Revenue from fees for owned and operated sites is recognized over time on a straight-line basis over the performance period of the service contract as the Company has a stand-ready obligation to deliver such services. Revenue from driver charging sessions and charging transaction fees is recognized at the point in time the charging session or transaction is completed. Revenue from professional services is recognized as the services are rendered.

Remaining Performance Obligations

Remaining performance obligations represent the amount of contracted future revenue not yet recognized as the amounts relate to undelivered performance obligations, including both deferred revenue and non-cancelable contracted amounts that will be invoiced and recognized as revenue in future periods. The Company's Assure, ChargePoint Platform, and CPaaS subscription terms typically range from one to five years and are paid upfront. Revenue expected to be recognized from remaining performance obligations was $260.3 million as of January 31, 2026, of which 48% is expected to be recognized over the next twelve months and the remainder thereafter.

Deferred Revenue

Deferred revenue represents billings or payments received in advance of revenue recognition and is recognized in revenue upon transfer of control. Balances consist primarily of software subscription services and extended Assure maintenance services not yet provided as of the balance sheet date. Contract assets, which represent services provided or products transferred to customers in advance of the date the Company has a right to invoice, are netted against deferred revenue on a customer-by-customer basis. Deferred revenue that will be recognized during the succeeding twelve-month period is recorded as deferred revenue with the remainder recorded as deferred revenue, noncurrent on the consolidated balance sheets.

The following table shows the total deferred revenue for each period presented.

	January 31, 2026	January 31, 2025
	(in thousands)	
Total deferred revenue	$ 250,581	$ 239,215

The following table shows the revenue recognized that was included in the deferred revenue balance at the beginning of the period.

	Year Ended January 31,		
	2026	2025	2024
		(in thousands)	
Total deferred revenue recognized	$ 105,017	$ 99,968	$ 88,777

Cost of Revenue

Cost of Networked Charging Systems revenue includes the material costs for parts and manufacturing costs for the hardware products, compensation, including salaries and related personnel expenses, including stock-based compensation, warranty provisions, depreciation of manufacturing related equipment and facilities, and allocated overhead costs. Costs for shipping and handling are recorded in cost of revenue as incurred.

Cost of subscriptions revenue includes hosting, network and wireless connectivity costs for subscription services, field maintenance costs for Assure to support the Company's network of systems, depreciation of owned and operated systems used in CPaaS arrangements, allocated overhead costs, and support costs to manage the systems and helpdesk services for site hosts.

Cost of other revenue includes depreciation and other costs for ChargePoint's owned and operated charging sites, charging related processing charges, salaries and related personnel expenses, including stock-based compensation, as well as costs of environmental and professional services.

Costs to Obtain a Customer Contract

Incremental and recoverable costs for the sale of cloud enabled software and extended maintenance service plans are capitalized as deferred contract acquisition costs within prepaid expenses and other current assets and other assets on the consolidated balance sheets and amortized on a straight-line basis over the anticipated benefit period of five years. The benefit period was estimated by taking into consideration the length of customer contracts, renewals, technology lifecycle, and other factors. This amortization is recorded within sales and marketing expense in the Company's consolidated statements of operations. The sales commissions paid related to the sale of Networked Charging Systems are expensed as incurred.

The Company elected the practical expedient that permits the Company to apply ASC Subtopic 340-40, "Other Assets and Deferred Costs--Contracts with Customers," ("ASC 340") to a portfolio containing multiple contracts, as they are similar in their characteristics, and the financial statement effects of applying ASC Subtopic 340-40 to that portfolio would not differ materially from applying it to the individual contracts within that portfolio.

Changes in the deferred contract acquisition costs during the years ended January 31, 2026 and 2025 were as follows:

		(in thousands)
Balance as of January 31, 2024	**$**	**8,994**
Capitalization of deferred contract acquisition costs		3,510
Amortization of deferred contract acquisition costs		(3,207)
Balance as of January 31, 2025	**$**	**9,297**
Capitalization of deferred contract acquisition costs		1,631
Amortization of deferred contract acquisition costs		(3,308)
Balance as of January 31, 2026	**$**	**7,620**

Deferred acquisition costs capitalized on the consolidated balance sheets were as follows:

	January 31			
	2026		2025	
	(in thousands)			
Deferred contract acquisition costs, current	$	2,885	$	3,184
Deferred contract acquisition costs, noncurrent		4,735		6,113
Total deferred contract acquisition costs	**$**	**7,620**	**$**	**9,297**

Research and Development

Research and development expenses consist primarily of salary and related personnel expenses, including stock-based compensation, for personnel related to the development of improvements and expanded features for the Company's products and services, as well as quality assurance, testing, product management, and allocated overhead. Research and development costs are expensed as incurred.

Stock-based Compensation

The Company measures stock-based compensation expense for all stock-based awards granted to employees and directors based on the estimated fair value of the awards on the date of grant and recognizes stock-based compensation expense over the requisite service period. The Company estimates the fair value of stock options and rights granted under the employee stock purchase plan ("ESPP") using the Black-Scholes option pricing model, and the Monte Carlo simulation model to estimate the fair value of performance restricted stock units ("PRSUs"). The fair value of restricted stock units ("RSUs") equals the fair market value of the Company's Common Stock on grant date.

The Company amortizes the fair value of each stock award, except for market-based PRSU, on a straight-line basis over the requisite service period of the awards. For market-based PRSU, the Company amortizes using a graded-vesting attribution approach. Stock-based compensation expense is based on the value of the portion of stock-based awards that is ultimately expected to vest. As such, the Company's stock-based compensation is reduced for the estimated forfeitures at the date of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates.

Advertising

The Company expenses the costs of advertising, including promotional expenses, as incurred. Advertising expenses for the years ended January 31, 2026, 2025, and 2024 were not material.

Warranty

The Company provides standard warranty coverage on its products, providing parts necessary to repair the systems during the warranty period. The Company accounts for the estimated warranty cost as a charge to Networked Charging Systems cost of revenue when revenue is recognized. The estimated warranty cost is based on historical and predicted product failure rates and repair expenses. Warranty expense for the years ended January 31, 2026, 2025, and 2024 was $5.5 million, $6.0 million, and $16.7 million, respectively.

In addition, the Company offers paid-for subscriptions to extended maintenance service plans under Assure. Assure provides both the labor and parts to maintain the products over the subscription terms of typically one to five years. The costs related to the Assure program are expensed as incurred and charged to subscriptions cost of revenue.

Foreign Currency

The reporting currency of the Company is the U.S. dollar. The functional currency of the Company's foreign subsidiaries is generally the local currency. The translation of foreign currencies into U.S. dollars is performed for monetary assets and liabilities at the end of each reporting period based on the then current exchange rates. Non-monetary items are translated using historical exchange rates. For revenue and expense accounts, an average foreign currency rate during the period is applied. Adjustments resulting from translating foreign functional currency financial statements into U.S. dollars are recorded as part of a separate component of stockholders' equity (deficit) and reported in the consolidated statements of comprehensive loss. Monetary assets and liabilities denominated in currencies other than the functional currency are remeasured to the functional currency at period-end exchange rates. Foreign currency transaction gains and losses resulting from remeasurement are included in other income (expense), net for the period. The Company incurred net foreign currency transaction gains of $3.4 million for the years ended January 31, 2026 and net foreign currency transaction losses of $3.4 million and $0.8 million for the years ended January 31, 2025 and 2024.

Income Taxes

The Company uses the asset and liability method in accounting for income taxes. Deferred tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax expense or benefit is the result of changes in the deferred tax asset and liability. Valuation allowances are established when necessary to reduce deferred tax assets where it is more likely than not that the deferred tax assets will not be realized. In evaluating the Company's ability to recover deferred tax assets, the Company considers all available positive and negative evidence, including historical operating results, ongoing tax planning, and forecasts of future taxable income on a jurisdiction-by-jurisdiction basis. Based on the level of historical losses, the Company has established a valuation allowance to reduce its net deferred tax assets to the amount that is more likely than not to be realized.

A tax benefit from an uncertain tax position may be recognized when it is more likely than not that the position will be sustained upon examination by the taxing authorities, including resolutions of any related appeals or litigation processes, based on the technical merits of the position.

Net Loss per Share Attributable to Common Stockholders

Basic and diluted net loss per share attributable to common stockholders is presented in conformity with the two-class method required for participating securities. The Company considers any shares issued on the early exercise of stock options subject to repurchase to be participating securities because holders of such shares have nonforfeitable dividend rights in the event a dividend is paid on common stock. Under the two-class method, net income is attributed to common stockholders and participating securities based on their participation rights. The holders of early exercised shares subject to repurchase do not have a contractual obligation to share in the losses of the Company. As such, the Company's net losses for the years ended January 31, 2026, 2025, and 2024 were not allocated to these participating securities.

Under the two-class method, basic net loss per share attributable to common stockholders is computed by dividing the net loss attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period, less shares subject to repurchase. Diluted net loss per share attributable to common stockholders adjusts basic net loss per share for the effect of dilutive securities, including stock options.

Accounting Pronouncements

Recently Adopted Accounting Standards

In December 2023, the Financial Accounting Standards Board ("FASB") issued ASU No. 2023-09, "*Income Taxes* (Topic 740): *Improvements to Income Tax Disclosures*," which requires companies to provide disaggregated information about a reporting entity's effective tax rate reconciliation as well as further disaggregation on income taxes paid disclosure by federal, state, and foreign taxes. The guidance is effective for public business entities for the fiscal years beginning after December 15, 2024. The Company adopted ASU 2023-09 for the year ended January 31, 2026, on a prospective basis. For further information on taxes, refer to Note 11, *Income Taxes*.

Recent Accounting Pronouncements Not Yet Adopted

In November 2024, the FASB issued ASU No. 2024-03, "*Disaggregation of Income Statement Expenses*," ("ASU 2024-03"), which requires disclosures about specific types of expenses included in the expense captions presented on the face of the income statement, as well as disclosures about selling expenses. The guidance is effective for public business entities for annual reporting periods beginning after December 15, 2026 and interim reporting periods beginning after December 15, 2027. The requirements will be applied prospectively with the option for retrospective application. Early adoption is permitted. The Company is currently assessing the impact of adopting this standard on the consolidated financial statements and related disclosures.

In November 2024, the FASB issued Accounting Standard Update (ASU) 2024-04, "*Induced Conversions of Convertible Debt Instruments*," which clarifies the requirements for determining whether certain settlements of convertible debt instruments should be accounted for as an induced conversion. This ASU is effective for fiscal years beginning after December 15, 2025 and interim reporting periods within those annual reporting periods. The Company is currently assessing the impact of adopting this standard on the consolidated financial statements and related disclosures.

In July 2025, the FASB issued Accounting Standard Update (ASU) 2025-05, "*Financial Instruments - Credit Losses* (Topic 326): *Measurement of Credit Losses for Accounts Receivable and Contract Assets*." This amendment introduces a practical expedient for the application of the current expected credit loss model to current accounts receivable and contract assets. The amendment is effective for annual reporting periods beginning after December 15, 2025 and interim periods within those annual reporting periods on a prospective basis, with early adoption permitted. The Company is currently evaluating the timing of adoption and impact of this amendment on the consolidated financial statements and related disclosures.

In September 2025, the FASB issued ASU 2025-06, "*Intangibles—Goodwill and Other—Internal-Use Software (Subtopic 350-40)*," which aims to modernize the accounting for internal-use software costs by eliminating references to software development stages and introducing a new threshold for capitalization. Under the updated guidance, capitalization begins when (1) management authorizes and commits to funding the project and (2) it is probable that the project will be completed and the software will be used for its intended purpose. The ASU also provides enhanced guidance on evaluating the "probable-to-complete" threshold and consolidates website development cost guidance into Subtopic 350-40. This ASU will be effective for annual reporting periods beginning after December 15, 2027, and interim periods within those annual periods, with early adoption permitted. The amendments may be applied prospectively, retrospectively, or using a modified basis for in-process projects. The Company is currently evaluating the impact of this amendment on the consolidated financial statements and related disclosures.

3. Goodwill and Intangible Assets

Goodwill

The following table summarizes the changes in carrying amounts of goodwill:

		(in thousands)
Balance as of January 31, 2024	**$**	**213,750**
Foreign exchange fluctuations		(6,210)
Balance as of January 31, 2025	**$**	**207,540**
Foreign exchange fluctuations		20,398
Balance as of January 31, 2026	**$**	**227,938**

There was no impairment recognized for the years ended January 31, 2026, 2025, and 2024.

Intangible Assets

The following table presents the details of intangible assets:

	January 31, 2026						
		Cost [(1)]		Accumulated Amortization [(1)]		Net [(1)]	Useful Life
	(amounts in thousands, useful lives in years)						
Customer relationships	$	97,681	$	(42,442)	$	55,239	10
Developed technology		19,476		(14,181)		5,295	6
	$	**117,157**	**$**	**(56,623)**	**$**	**60,534**	

[(1)] Values are translated into U.S. Dollars at period-end foreign exchange rates.

	January 31, 2025						
		Cost [(1)]		Accumulated Amortization [(1)]		Net [(1)]	Useful Life
	(amounts in thousands, useful lives in years)						
Customer relationships	$	87,724	$	(29,371)	$	58,353	10
Developed technology		17,868		(10,046)		7,822	6
	$	**105,592**	**$**	**(39,417)**	**$**	**66,175**	

[(1)] Values are translated into U.S. Dollars at period-end foreign exchange rates.

Amortization expense for customer relationships and developed technology is shown as sales and marketing and cost of revenue, respectively, in the consolidated statements of operations.

Acquisition-related intangible assets included in the above table are finite-lived and are carried at cost less accumulated amortization. Intangible assets are being amortized on a straight-line basis over their estimated lives, which approximates the pattern in which the economic benefits of the intangible assets are expected to be realized.

The following table presents the amortization expense related to intangible assets:

	Year ended January 31,		
	2026	2025	2024
		(in thousands)	
Amortization Expense	$ 12,660	$ 12,085	$ 12,140

The following table presents the estimated aggregate amortization expense related to intangible assets:

Years Ending January 31,	(in thousands)
2027	$ 13,092
2028	11,889
2029	9,829
2030	9,829
2031	9,829
Thereafter	6,066
Total amortization expense	**$ 60,534**

The expected amortization expense is an estimate. Actual amounts of amortization may differ from estimated amounts due to additional intangible assets acquisitions, changes in foreign currency exchange rates, impairment of intangible assets, future changes to expected useful lives of intangible assets, and other events.

4. Balance Sheet Components

Inventories

Inventories consisted of the following:

	January 31,	
	2026	2025
	(in thousands)	
Raw materials	$ 6,595	$ 5,902
Finished goods	208,308	203,360
Total Inventories	**$ 214,903**	**$ 209,262**

During the fiscal year ended January 31, 2026 and 2025, there were no substantial and unusual impairment charges to write down the carrying value of inventory. During the fiscal year ended January 31, 2024, the Company recorded an impairment charge of $70.0 million to write down the carrying value of inventory on hand and charges for losses on non-cancelable purchase commitments to reduce the carrying value of certain products to their estimated net realizable value, address supply overruns related to product transitions, and to better align inventory with current demand. The inventory impairment charge is included in the cost of revenue - Networked Charging Systems in the consolidated statements of operations.

Prepaid expense and other current assets

Prepaid expense and other current assets consisted of the following:

	January 31,	
	2026	2025
	(in thousands)	
Prepaid expense	$ 5,988	$ 15,961
Other current assets	13,040	20,474
Total Prepaid Expense and Other Current Assets	**$ 19,028**	**$ 36,435**

Property and Equipment, net

Property and equipment, net consisted of the following:

	January 31,	
	2026	2025
	(in thousands)	
Furniture and fixtures	$ 1,409	$ 1,683
Computers and software	9,710	9,937
Machinery and equipment	35,320	39,786
Tooling	17,277	16,524
Leasehold improvements	8,823	9,289
Owned and operated systems	24,437	31,880
Construction in progress	309	751
	97,285	109,850
Less: Accumulated depreciation	(72,620)	(74,489)
Total Property and Equipment, Net	**$ 24,665**	**$ 35,361**

The following table presents the depreciation expense related to fixed assets:

	Year ended January 31,		
	2026	2025	2024
		(in thousands)	
Depreciation Expense	$ 14,387	$ 17,107	$ 16,345

Accrued and Other Current Liabilities

Accrued and other current liabilities consisted of the following:

	January 31,	
	2026	2025
	(in thousands)	
Accrued expenses	$ 46,184	$ 37,187
Reserve for losses on non-cancellable purchase commitments	7,029	11,928
Refundable customer deposits(1)	24,316	17,201
Payroll and related expenses	8,379	12,064
Taxes payable	21,131	17,294
Customer funds(2)	21,043	17,440
Other current liabilities	13,641	11,565
Total Accrued and Other Current Liabilities	**$ 141,723**	**$ 124,679**

(1) Refundable customers deposits represent refundable prepayments for future charging sessions.

(2) Customer funds represent amounts related to charging sessions collected from drivers on behalf of our station owners, pending reimbursement.

5. Leases

The Company leases its office facilities under non-cancellable operating leases with various lease terms. The Company also leases certain office equipment under operating lease agreements. As of January 31, 2026, non-cancellable leases expire on various dates between fiscal years 2027 and 2030.

Generally, the Company's non-cancellable leases include renewal options to extend the lease term from one to five years. The Company has not included any renewal options in its lease terms as these options are not reasonably certain of being exercised. The lease agreements do not contain any material residual value guarantees or material restrictive covenants.

As of January 31, 2026 and 2025, lease balances were as follows:

	January 31,	
	2026	2025
	(in thousands)	
Operating leases		
Operating lease right-of-use assets	**$ 11,450**	**$ 14,680**
Operating lease liabilities, current	4,901	4,636
Operating lease liabilities, noncurrent	10,677	15,267
Total operating lease liabilities	**$ 15,578**	**$ 19,903**

The Company recognizes operating lease costs on a straight-line basis over the lease period. Lease expense for the years ended January 31, 2026, 2025, and 2024 was $5.0 million, $5.1 million, and $6.0 million, respectively. Operating lease costs for short-term leases and variable lease costs were not material during the years ended January 31, 2026, 2025 and 2024.

In September 2023, January 2024 and September 2024, the Company implemented reorganizations which included restructuring charges related to a decision to exit and sublease or cease use of certain facilities to align with the Company's plan to reduce its operating expense and increase efficiencies. Refer to Note 14, *Restructuring*, in the notes to the consolidated financial statements in this Annual Report for more information.

Future payments of operating lease liabilities under the Company's non-cancellable operating leases as of January 31, 2026 were as follows:

	(in thousands)
Years Ending January 31,	
2027	$ 5,831
2028	4,910
2029	4,298
2030	2,517
Total undiscounted operating lease payments	17,556
Less: imputed interest	(1,978)
Total operating lease liabilities	15,578
Less: current portion of operating lease liabilities	(4,901)
Operating lease liabilities, noncurrent	**$ 10,677**

Other supplemental information as of January 31, 2026 and 2025 was as follows:

	January 31,	
	2026	2025
Lease Term and Discount Rate		
Weighted-average remaining operating lease term (years)	3.3	4.2
Weighted-average operating lease discount rate	7.5%	7.4%

Other supplemental cash flow information for the years ended January 31, 2026, 2025 and 2024 was as follows:

	Year ended January 31,		
	2026	2025	2024
		(in thousands)	
Supplemental Cash Flow Information			
Cash paid for amounts in the measurement of operating lease liabilities	$ 5,919	$ 5,670	$ 6,760

As of January 31, 2026, the Company has no additional operating leases that have not yet commenced and as such, have not yet been recognized on the Company's consolidated balance sheets.

6. Debt

The following table presents a summary of debt, current and debt, noncurrent:

	Maturity	Year Ended January 31, 2026	2025
		(in thousands)	
Debt, current			
2025 Senior Loan	January 2030	$ 32,371	$ —
Total debt, current		$ 32,371	$ —
Debt, noncurrent			
2025 Senior Loan		$ 217,692	$ —
2028 Convertible Notes	April 2028		
Gross amount		11,330	312,750
Debt discount and issuance costs		(542)	(15,658)
2028 Convertible Note total		10,788	297,092
Total debt, noncurrent		$ 228,480	$ 297,092

2025 Senior Loan

On November 14, 2025, the Company entered into a privately negotiated exchange agreement (the “Exchange Agreement”) with certain holders (the “Exchanging Holders”) of its outstanding 2028 Convertible Notes (as described below). Pursuant to the Exchange Agreement, the Company exchanged $328.6 million of aggregate capitalized principal amount of the 2028 Notes for the following consideration (the “Exchange Transaction”): (i) $186.5 million in aggregate principal loan amount (the “2025 Senior Loan”) issued under a Credit and Security Agreement, dated November 14, 2025, by and among the Company, as parent, ChargePoint, Inc., a Delaware corporation and wholly owned subsidiary of the Company, as borrower (the “Borrower”), certain subsidiaries of the Company, as subsidiary guarantors (the “Subsidiary Guarantors”), the Exchanging Holders, and an administrative and collateral agent (the “2025 Credit Agreement”) (ii) $25.0 million in cash, and (iii) warrants to purchase up to 1,671,000 shares of the Company’s Common Stock at an exercise price of $25.00 per share (the “2025 Warrants), as discussed in Note 9, *Stock Warrants*. ChargePoint did not receive any cash proceeds from the Exchange Transaction. Following the consummation of the Exchange Transaction, $11.3 million in capitalized principal amount of 2028 Convertible Notes remains outstanding.

The Exchange Transaction was accounted for under ASC 470-60 - Troubled Debt Restructurings by Debtors. The Company recorded a gain of $11.2 million, which resulted in a decrease of basic net loss per share of $0.48, during the year ended January 31, 2026 in its consolidated statement of operations. The gain was calculated as the difference between the carrying amount of the exchanged 2028 Convertible Notes and the undiscounted cash flows of the 2025 Senior Loan, adjusted for debt issuance costs. As a result, no interest expense will be recognized for the 2025 Senior Loan through the maturity date of January 31, 2030. The Company incurred issuance costs related to the 2025 Senior Loan of approximately $4.9 million which were recorded as a reduction to the gain on debt exchange on its consolidated statement of operations.

The Borrower’s obligations under the 2025 Credit Agreement are guaranteed by the Company and the Subsidiary Guarantors. In addition, the 2025 Senior Loan is secured by (i) a first priority pledge of the equity securities of the Borrower and certain of its subsidiaries, subject to customary exceptions (including a 65% limitation on pledges of first-tier foreign subsidiary equity, except with respect to foreign subsidiaries in specified jurisdictions), and (ii) first priority security interests in substantially all current and after-acquired tangible and intangible personal property of the Borrower, the Company and each Subsidiary Guarantor, including intellectual property, in each case, subject to customary exclusions, permitted liens and other agreed limitations.

The 2025 Senior Loan matures on January 31, 2030, and the loans thereunder (the “Loans”) do not amortize, except as described below. In accordance with the 2025 Credit Agreement, the Borrower was obligated to pay up to an aggregate of $30.0 million of the Loans (the “Short-Term Loans”) in two installments originally due on November 24, 2025 and February 16, 2026 (each such date, a “Prepayment Date”), pursuant to a formulaic repayment measure based on volume-weighted average price share of Common Stock for the thirty consecutive trading days preceding the applicable Prepayment Date. The Company made separate payments of $14.8 million and $9.6 million on the respective Prepayment Dates in connection with the cancellation of the Short-Term Loans. The remaining Loans of $156.5 million will bear interest at a fixed rate of 12.00% per annum, payable quarterly. All future interest payment obligations on the 2025 Senior Loans are included in the carrying value of the 2025 Senior Loans. As a result, future interest payments are reported as a reduction in the carrying value of the 2025 Senior Loans and not as interest expense. As of January 31, 2026, $17.4 million and $61.2 million of interest is recorded as debt, current and debt, non-current, respectively, in the Consolidated Balance Sheet.

For any interest payment date occurring on or prior to November 14, 2026, the Company may elect to pay interest in shares of common stock of the Company ("Interest Shares") in lieu of cash. Interest Shares will be valued based on the thirty-day trailing volume-weighted average price ("VWAP") preceding the applicable interest payment date. Issuance of Interest Shares is subject to a cap of 19.99% of the Company's outstanding shares to comply with NYSE listing requirements, unless stockholder approval is obtained. Subsequent to the Exchange Transaction the Company issued 193,210 of shares of Common Stock valued at $1.7 million in Interest Shares during the year ended January 31, 2026.

The 2025 Credit Agreement permits the Borrower to make voluntary prepayments at its discretion. On or prior to the second anniversary of the closing date, voluntary principal payments in respect of the Loans and mandatory principal payments in connection with any acceleration of the Loans will be subject to a customary make-whole premium based on the yield on U.S. Treasury notes with a maturity closest to the second anniversary of the closing date plus 50 basis points. Thereafter, principal payments in respect of such Loans will be subject to a premium equal to 2.00% after the second anniversary of the closing date and on or prior to the third anniversary of the closing date and 0.00% thereafter. Notwithstanding the foregoing, any principal payments in respect of such Loans made in connection with a "change of control" may be prepaid at (1) 3.00% on or prior to the second anniversary of the closing date, (2) 2.00% after the second anniversary of the closing date and on or prior to the third anniversary of the closing date and (3) 0.00% thereafter.

The 2025 Credit Agreement also requires the Borrower to apply net cash proceeds from certain asset dispositions, in excess of an aggregate threshold of $25.0 million and subject to customary exceptions, to prepay outstanding Loans under the 2025 Senior Loan facility or other indebtedness that ranks pari passu in right of payment and security with the 2025 Credit Agreement. Such prepaid amounts in the 2025 Credit Agreement may not be re-borrowed.

The 2025 Credit Agreement contains (i) customary affirmative and negative covenants that, among other things, restrict the ability of the Company and its subsidiaries to incur additional indebtedness, incur liens, make investments or acquisitions, declare or pay dividends or other restricted payments, dispose of assets, or enter into transactions with affiliates and (ii) customary events of default, including a cross-default to material indebtedness and bankruptcy-related triggers. In addition, the 2025 Credit Agreement requires the Borrower to maintain minimum liquidity of $25.0 million, tested on the last business day of each fiscal month commencing on November 30, 2025. Liquidity includes unrestricted cash and cash equivalents held by the Credit Parties and up to $10.0 million in unused commitments under any revolving credit facility.

As of January 31, 2026, the estimated fair value of the 2025 Senior Loan was $153.3 million, using Level 2 fair value inputs. The fair value of the 2025 Senior Loan is estimated using a binomial lattice model that is primarily affected by market interest rates.

2028 Convertible Notes

The following table presents the Company's interest expense related to convertible debt:

	Twelve Months Ended January 31,	
	2026	2025
	(in thousands)	
Contractual interest expense [1]	$ 23,764	$ 23,548
PIK Fair Value Adjustment	(7,073)	(3,651)
Amortization of debt discount and issuance costs	4,950	3,328
Total interest expense	**$ 21,641**	**$ 23,225**

[1] Contractual interest is calculated using cash interest rate, noted below, except for the periods when PIK is elected, in which case PIK interest rate is used.

In April 2022, the Company completed a private placement of $300.0 million aggregate principal amount of unsecured Convertible Senior PIK Toggle Notes (the "Original Convertible Notes"), the terms of which were amended in October 2023, as described below (the "Notes Amendment"). Prior to the Notes Amendment, the maturity date of the Original Convertible Notes was April 1, 2027. The Original Convertible Notes were sold in a private placement in reliance on the exemption from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act") provided by Section 4(a)(2) of the Securities Act.

The Original Convertible Notes bore interest at 3.50% per annum, to the extent paid in cash ("Cash Interest"), or 5.00% per annum, to the extent paid in kind through the issuance of additional Original Convertible Notes ("PIK Interest"). Interest is payable semi-annually in arrears on April 1st and October 1st of each year, beginning on October 1, 2022. The Company can elect to make any interest payment through Cash Interest, PIK Interest or any combination thereof.

The Original Convertible Notes are convertible, based on the applicable conversion rate, into cash, shares of the Company's Common Stock or a combination thereof, at the Company's election. The initial conversion rate was 2.0806 shares per $1,000 principal amount of the Original Convertible Notes, subject to customary anti-dilution adjustment in certain circumstances, which represented an initial conversion price of approximately $480.63 per share.

Under the terms of the Original Convertible Notes, prior to January 1, 2027, the Original Convertible Notes will be convertible at the option of the holders only upon the occurrence of specified events and during certain periods, and will be convertible on or after January 1, 2027, at any time until the close of business on the second scheduled trading day immediately preceding the maturity date of the Original Convertible Notes.

Holders of the Original Convertible Notes may convert all or a portion of their Original Convertible Notes prior to the close of business on January 1, 2027, only under the following circumstances:

- during any calendar quarter commencing after the calendar quarter ended on September 30, 2022, if the Company's closing Common Stock price for at least 20 trading days out of the most recent 30 consecutive trading days of the preceding calendar quarter is greater than or equal to 130% of the current conversion price of the Original Convertible Notes on each applicable trading day;

- during the five business day period after any ten consecutive trading days in which the trading price per $1,000 principal amount of Original Convertible Notes for each trading day of such ten consecutive trading day period is less than 98% of the product of the Company's closing Common Stock price and the conversion rate of the Original Convertible Notes on each such trading day;

- if the Company calls the Original Convertible Notes for redemption, at any time prior to the close of business on the second business day immediately preceding the redemption date; or

- upon the occurrence of specified corporate events, including certain distributions, the occurrence of a fundamental change or a transaction resulting in the Company's Common Stock converting into other securities or property or assets.

The Original Convertible Notes will be redeemable, in whole or in part, at the Company's option at any time on or after April 21, 2025, and before the 41st scheduled trading day immediately before the maturity date. The redemption price will be equal to the aggregate principal amount of the Original Convertible Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. In addition, a holder may elect to convert its Original Convertible Notes during any such redemption period, in which case the applicable conversion rate may be increased in certain circumstances if the Original Convertible Notes are converted after they are called for redemption.

Additionally, if the Company undergoes a fundamental change or a change in control transaction (each such term as defined in the indenture governing the Original Convertible Notes), subject to certain conditions, holders may require the Company to purchase for cash all or any portion of their Original Convertible Notes. The fundamental change repurchase price will be 100% of the capitalized principal amount of the Original Convertible Notes, while the change in control repurchase price will be 125% of the capitalized principal amount of the Original Convertible Notes to be purchased, in each case plus any accrued and unpaid interest to, but excluding, the repurchase date.

The indenture governing the Original Convertible Notes includes a restrictive covenant that, subject to specified exceptions, limits the ability of the Company and its subsidiaries to incur secured debt in excess of $750.0 million. In addition, the indenture governing the Original Convertible Notes contains customary terms and covenants, including certain events of default in which case either the trustee or the holders of at least 25% of the aggregate principal amount of the outstanding Original Convertible Notes may declare 100% of the principal of, and accrued and unpaid interest, if any, on, all the Original Convertible Notes to be due and payable immediately.

On October 24, 2023, the Original Convertible Notes were amended to (1) extend the maturity date from April 1, 2027 to April 1, 2028, (2) increase the Cash Interest rate to 7.0% from 3.5% and PIK Interest rate to 8.5% from 5.0%, (3) increase the initial conversion rate to 4.1667 shares per $1,000 principal amount of the convertible notes from 2.0806 shares per $1,000 principal amount of the convertible notes, which represented a revised initial conversion price of approximately $240.00 per share, and (4) revise the make-whole table to reflect the revised terms of the convertible notes (herein, "2028 Convertible Notes"). Other than those previously stated, the terms of the 2028 Convertible Notes are not substantially different from the terms of Original Convertible Notes. The convertible note conversion rates and conversion price amounts presented in this paragraph have been updated to reflect the Reverse Stock Split as discussed Note 1, *Description of Business and Basis of Presentation*.

Interest is payable semi-annually on April 1 and October 1 and may be paid in cash, additional notes or a combination thereof. The notes are convertible into cash, shares of Common Stock, or a combination thereof at the Company's election, subject to customary conversion conditions and anti-dilution adjustments. The indenture governing the notes contains customary events of default and restrictions on the occurrence of certain secured indebtedness.

As of January 31, 2026, the aggregate principal amount of $11.3 million of the 2028 Convertible Notes remained outstanding.

Amortization of debt discount and issuance costs is reported as a component of interest expenses and is computed using the straight-line method over the term of the 2028 Convertible Notes, which approximates the effective interest method. As a result of the Exchange Transaction, the remaining unamortized debt discount and issuance costs related to the 2028 Convertible Notes was $0.5 million as of January 31, 2026. As of January 31, 2026, the effective interest rate on the 2028 Convertible Notes was approximately 9.96%.

The estimated fair value of the 2028 Convertible Notes, as of January 31, 2026 using Level 2 fair value inputs, was $9.4 million. The fair value of the 2028 Convertible Notes was estimated using a binomial lattice model that is primarily affected by market interest rates.

2027 Revolving Credit Facility

On July 27, 2023, the Company entered into a revolving credit agreement by and among the Company, ChargePoint, Inc. (the "Former Borrower"), certain subsidiaries of the Former Borrower as guarantors, JPMorgan Chase Bank, N.A., as administrative agent, and the other lenders party thereto (the "Former Credit Agreement"). The Former Credit Agreement provided for a senior secured revolving credit facility in an initial aggregate principal amount of up to $150.0 million, with a maturity date of January 1, 2027 (the "2027 Revolving Credit Facility"). Pursuant to the Former Credit Agreement, the Former Borrower was permitted from time to time to arrange for one or more increases in the commitments under the 2027 Revolving Credit Facility in an aggregate principal amount not to exceed $150.0 million, subject to obtaining the consent of the lenders participating in any such increase. Up to $100.0 million of the 2027 Revolving Credit Facility was permitted to be used for the issuance of letters of credit.

On November 14, 2025, the Company terminated the 2027 Revolving Credit Facility in connection with the Exchange Transaction and accordingly, as of January 31, 2026, the Former Borrower had no borrowings or letters of credit outstanding under the Former Credit Agreement.

The following presents the Company's financing charge related to the 2027 Revolving Credit Facility:

	Twelve Months Ended January 31,	
	2026	2025
	(in thousands)	
Amortization of debt issuance costs	$ 1,742	$ 851
Commitment fees	477	610
Total financing charge	**$ 2,219**	**$ 1,461**

7. Commitments and Contingencies

Purchase Commitments

Open purchase commitments are for the purchase of goods and services related to, but not limited to, manufacturing, facilities, and professional services under non-cancellable contracts. They were not recorded as liabilities on the consolidated balance sheets as of January 31, 2026 and 2025 as the Company had not yet received the related goods or services.

Legal Proceedings

The Company may be involved from time to time in various lawsuits, claims, and proceedings, including intellectual property, commercial, securities, and employment matters that arise in the normal course of business. The Company accrues a liability when management believes information available prior to the issuance of the consolidated financial statements indicates it is probable a loss has been incurred as of the date of the consolidated financial statements and the amount of loss can be reasonably estimated. The Company adjusts its accruals to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and other information and events pertaining to a particular case. Legal costs are expensed as incurred.

Class Action Litigation

A class action lawsuit alleging violations of federal securities laws was filed on November 29, 2023 in the U.S. District Court for the Northern District of California (the "NorCal Court") against the Company and certain of its former officers (the "Class Defendants"). A second class action lawsuit (together with the November 2023 Class Action, the "Class Actions") was filed against the Class Defendants on January 22, 2024. On May 16, 2024, the NorCal Court consolidated the Class Actions into one action captioned Khan v. ChargePoint Holdings, Inc., et al., Case No. 23-cv-06172-NW, appointed two lead plaintiffs ("Lead Plaintiffs"), and appointed lead counsel. On July 19, 2024, Lead Plaintiffs filed a Consolidated Amended Complaint which purported to be on behalf of purchasers of the Company's stock between December 7, 2021 and November 16, 2023. This Consolidated Amended Complaint alleged that the Class Defendants made materially false and misleading statements in violation of Section 10(b) and Rule 10b-5(b) of the Securities

Exchange Act of 1934, as amended ("Exchange Act") regarding, (1) ChargePoint's handling of supply chain disruptions; (2) ChargePoint's revenue; and (3) the value of ChargePoint's inventory. Lead Plaintiffs also alleged the Class Defendants engaged in a scheme to prematurely recognize revenue in violation of Sections 10(b) and Rules 10b-5(a) and (c) of the Exchange Act. The Class Defendants filed a motion to dismiss the Consolidated Amended Complaint on September 17, 2024, and the motion was fully briefed and scheduled to be heard on July 16, 2025. On July 8, 2025, pursuant to the parties' stipulation, the NorCal Court vacated the hearing so plaintiffs could file a Second Amended Complaint, which they did on July 22, 2025. The Second Amended Complaint alleged the same claims based on the same theories as the Consolidated Amended Complaint, but named an additional former officer as a defendant and added additional challenged statements made within the same class period. The Class Defendants filed a motion to dismiss the Second Amended Complaint on September 17, 2025. On February 20, 2026, the NorCal Court granted the Class Defendants' motion to dismiss with leave to amend. On March 3, 2026, plaintiffs filed a Third Amended Complaint. The Third Amended Complaint alleges the same claims based on the same theories as the Second Amended Complaint but removes some challenged statements related to ChargePoint's handling of supply chain disruptions. The Class Defendants filed a motion to dismiss the Third Amended Complaint on March 20, 2026. Plaintiffs' opposition is due on April 3, 2026 and the Class Defendants' reply is due April 13, 2026. The hearing on the motion to dismiss is scheduled for June 17, 2026. A Case Management Conference is currently set for May 26, 2026.

Derivative Actions

On January 4, 2024, a ChargePoint stockholder purporting to act on behalf of the Company filed an action in the U.S. District Court for the District of Delaware against ChargePoint's Board of Directors and certain of its former officers ("Derivative Defendants"), alleging that the Derivative Defendants breached their fiduciary duties to ChargePoint in connection with the same alleged events and alleged materially false and misleading statements asserted in the Class Actions described above. This action has been stayed. Four additional substantively duplicative actions were filed in the NorCal Court on January 8, 2024, March 1, 2024, May 2, 2024, and May 24, 2024. The complaints seek unspecified monetary damages and other relief. On September 23, 2024, the NorCal Court consolidated the four California actions into one action captioned In re ChargePoint Holdings, Inc. Derivative Litigation, Case No. 24-cv-00149-NW ("Consolidated Derivative Action"). On November 4, 2024, the NorCal Court entered an order staying the Consolidated Derivative Action pending resolution of Class Defendants' motion to dismiss in the Class Action Litigation. A Case Management Conference for the Consolidated Derivative Action is scheduled to be held on May 26, 2026, concurrently with the Case Management Conference for the Class Actions.

The Company intends to defend these lawsuits vigorously. At this time, the Company is unable to predict the outcome or estimate the amount of loss or range of losses that could potentially result from these lawsuits.

Based on its experience, the Company believes that damage amounts claimed in these matters are not meaningful indicators of potential liability. Given the inherent uncertainties of litigation, the ultimate outcome of the ongoing matters described herein cannot be predicted with certainty. While litigation is inherently unpredictable, the Company believes it has valid defenses with respect to the legal matters pending against it. Nevertheless, the consolidated financial statements could be materially adversely affected in a particular period by the resolution of one or more of these contingencies. Liabilities established to provide for contingencies are adjusted as further information develops, circumstances change, or contingencies are resolved; and such changes are recorded in the accompanying consolidated statements of operations during the period of the change and reflected in accrued and other current liabilities on the accompanying consolidated balance sheets.

Guarantees and Indemnifications

The Company has service level commitments to certain of its customers warranting certain levels of up-time reliability and performance and permitting those customers to receive credits in the event that the Company fails to meet those levels. To date, the Company has not incurred any material costs as a result of such commitments.

The Company's arrangements generally include certain provisions for indemnifying customers against liabilities if its products or services infringe a third-party's intellectual property rights. Additionally, the Company may be required to indemnify for claims caused by its negligence or willful misconduct. It is not possible to determine the maximum potential amount under these indemnification obligations due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular agreement. To date, the Company has not incurred any material costs as a result of such obligations and has not accrued any liabilities related to such obligations in the consolidated financial statements.

The Company has also agreed to indemnify its directors and executive officers for costs associated with any fees, expenses, judgments, fines, and settlement amounts incurred by them in any action or proceeding to which any of them are, or are threatened to be, made a party by reason of their service as a director or officer. The Company maintains director and officer insurance coverage that would generally enable it to recover a portion of any future amounts paid. The Company also may be subject to indemnification obligations by law with respect to the actions of its employees under certain circumstances and in certain jurisdictions.

Letters of Credit

The Company had $0.4 million of secured letters of credit outstanding as of January 31, 2026 and 2025.

8. Common Stock

As of each of January 31, 2026 and 2025, the Company was authorized to issue 1,000,000,000 shares of Common Stock, with a par value of $0.0001 per share. There were 24,316,597 and 22,805,115[1] shares issued and outstanding as of January 31, 2026 and 2025, respectively.

The holders of Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of the stockholders. The holders of Common Stock are not entitled to cumulative voting rights with respect to the election of directors, and as a consequence, minority stockholders are not able to elect directors on the basis of their votes alone. Subject to preferences that may be applicable to any shares of redeemable convertible preferred stock currently outstanding or issued in the future, holders of Common Stock are entitled to receive ratably such dividends as may be declared by the Company's board of directors out of funds legally available therefor. In the event of the Company's liquidation, dissolution, or winding up, holders of the Company's Common Stock are entitled to share ratably in all assets remaining after payment of liabilities and the liquidation preference of any then outstanding redeemable convertible preferred stock. Holders of Common Stock have no preemptive rights and no right to convert their Common Stock into any other securities. There are no redemption or sinking fund provisions applicable to the Common Stock.

At-the-Market Offering

On July 1, 2022, ChargePoint filed a registration statement on Form S-3 (File No. 333-265986) with the SEC (that was declared effective by the SEC on July 12, 2022), which permitted the Company to offer up to $1.0 billion of Common Stock, preferred stock, debt securities, warrants and rights in one or more offerings and in any combination, including in units from time to time (the "Shelf Registration Statement"). As part of the Shelf Registration Statement, ChargePoint filed a prospectus supplement registering for sale from time to time up to $500.0 million of Common Stock pursuant to a sales agreement (the "2022 ATM Facility"). The 2022 Shelf Registration Statement expired on July 12, 2025.

On September 8, 2025, ChargePoint filed a registration statement on Form S-3 (File No. 333-290113) with the SEC, which was amended on December 5, 2025 and was declared effective by the SEC on December 8, 2025, which permits the Company to offer up to $400.0 million of Common Stock, preferred stock, debt securities, warrants and rights in one or more offerings and in any combination, including in units from time to time (the "2025 Shelf Registration Statement"). The 2025 Shelf Registration Statement includes a sales agreement prospectus pursuant to which ChargePoint may, from time to time, offer and sell up to $150.0 million of Common Stock pursuant to a sales agreement (the "2025 ATM Facility").

There were no material amounts of shares issued of the Company's Common Stock pursuant to the 2025 ATM Facility during the fiscal year ended January 31, 2026. As of January 31, 2026, 13,903,800 shares of Common Stock were reserved for future issuance under the 2025 ATM Facility. During the fiscal year ended January 31, 2025, the Company sold a total of 415,915[1] shares of its Common Stock pursuant to the 2022 ATM Facility at the prevailing market prices for total proceeds of $10.2 million, net of $0.1 million of issuance costs. During the fiscal year ended January 31, 2024, the Company sold a total of 2,964,974[1] shares of its Common Stock pursuant to the 2022 ATM Facility at the prevailing market prices for total proceeds of $287.2 million, net of $1.2 million of issuance costs.

(1) Amounts have been adjusted to reflect 1-for-20 reverse stock split that became effective on July 28, 2025. See Note 1, *Description of Business and Basis of Presentation* for additional details.

9. Stock Warrants

The Company had outstanding warrants issued prior to 2021 to purchase shares of Common Stock (collectively, "Legacy Warrants"). As of January 31, 2026, there were 1,724,961 Legacy Warrants outstanding which are classified as equity and no Legacy Warrants were exercised during the fiscal years ended January 31, 2026, January 31, 2025 and January 31, 2024. 1,046,106 Legacy Warrants have exercise price of $120.60 per share and expire between July 31, 2030 and August 4, 2030. 678,855 Legacy Warrants have exercise price of $180.80 per share and expire between November 16, 2028 and February 14, 2029. Warrants outstanding and warrant activity are adjusted on a retroactive basis to reflect the Reverse Stock Split as discussed in Note 1, *Description of Business and Basis of Presentation.*

In connection with the Exchange Transaction, on November 14, 2025, described Note 6, *Debt* in Part II, Item 8, "Financial Statements" of this Annual Report on Form 10-K, under "2028 Convertible Notes", the Company issued the warrants to purchase an aggregate of 1,671,000 shares of ChargePoint's Common Stock to the Exchanging Holders (2025 Warrants). The 2025 Warrants were exercisable immediately upon issuance and will expire on November 14, 2030. The 2025 Warrants are accounted for as equity as they are redeemable only in shares of Common Stock, with an exercise price of $25.00 per share and may be exercised at the election of the holder on a cash basis or through a cashless exercise. The Company recorded $6.1 million at fair value using a Black-Scholes model as additional paid-in capital on the Consolidated Balance Sheet. As of January 31, 2026, 1,671,000 2025 Warrants were outstanding and no 2025 Warrants were exercised during the fiscal year ended January 31, 2026.

The fair value of the 2025 Warrants were determined as of the issuance date, using the Black-Sholes option pricing model. The following assumptions were used in the model:

	November 14, 2025
Market price of public stock	$ 8.64
Exercise price	$ 25.00
Expected term	5.0 years
Volatility	76.1 %
Risk-free interest rate	3.7 %
Dividend rate	0.0 %

10. Equity Plans and Stock-Based Compensation

The following sets forth the total stock-based compensation expense for employee equity plans included in the Company's consolidated statements of operations:

	Year Ended January 31,		
	2026	2025	2024
		(in thousands)	
Cost of revenue	$ 4,702	$ 5,102	$ 6,154
Research and development	31,161	37,050	50,935
Sales and marketing	11,058	15,875	22,934
General and administrative	17,773	17,624	37,314
Total stock-based compensation expense	**$ 64,694**	**$ 75,651**	**$ 117,337**

As of January 31, 2026, the Company had unrecognized stock-based compensation expense related to stock options, RSUs, PRSUs, and ESPP of $50.2 million, which is expected to be recognized over a weighted-average period of 2.1 years.

2021 Employee Stock Purchase Plan

On February 25, 2021, the stockholders of the Company approved the 2021 Employee Stock Purchase Plan ("2021 ESPP"). The 2021 ESPP permits participants to purchase shares of the Company's Common Stock, up to the IRS allowable limit, through contributions (in the form of payroll deductions or otherwise to the extent permitted by the administrator) of up to 15% of their eligible compensation. The 2021 ESPP provides for consecutive, overlapping 24-month offering periods, subject to certain rollover and reset mechanisms as defined in the ESPP. Participants are permitted to purchase shares of the Company's Common Stock at the end of each 6-month purchase period at 85% of the lower of the fair market value of the Company's Common Stock on the first trading day of an offering period or on the last trading date of each purchase period. A participant may purchase a maximum of 500 shares of the Company's Common Stock during a purchase period. Participants may end their participation at any time during an offering and will be refunded any accrued contributions that have not yet been used to purchase shares. Participation ends automatically upon termination of employment with the Company. The initial offering period was from October 1, 2021 through September 9, 2023. Thereafter, offering periods begin on March 10 and September 10.

Further, on the first day of each March during the term of the 2021 ESPP, commencing on March 1, 2021 and ending on (and including) March 1, 2040, the aggregate number of shares of Common Stock that may be issued under the 2021 ESPP shall automatically increase by a number equal to the lesser of (i) one percent (1%) of the total number of shares of Common Stock issued and outstanding on the last day of the preceding month, (ii) 270,000 shares of Common Stock (subject to standard anti-dilution adjustments), or (iii) a number of shares of Common Stock determined by the Company's Board of Directors. As of January 31, 2026, 751,149 shares of Common Stock were available under the 2021 ESPP.

During the year ended January 31, 2026, the Company's employees purchased 194,034 shares of its Common Stock under the 2021 ESPP. The shares were purchased at a weighted-average purchase price of $10.77 per share, with proceeds of $2.1 million. During the year ended January 31, 2025, the Company's employees purchased 151,664 shares of its Common Stock under the 2021 ESPP. The shares were purchased at a weighted-average purchase price of $28.41 per share, with proceeds of $4.3 million. During the year ended January 31, 2024, the Company's employees purchased 63,265 shares of its Common Stock under the 2021 ESPP. The shares were purchased at a weighted-average purchase price of $130.81 per share, with proceeds of $8.3 million.

2021 Equity Incentive Plan

On February 25, 2021, the stockholders of the Company approved the 2021 Equity Incentive Plan ("2021 EIP"). Under the 2021 EIP, the Company can grant stock options, stock appreciation rights, restricted stock, restricted stock units ("RSUs"), performance restricted stock units ("PRSUs"), and certain other awards which are settled in the form of shares of Common Stock issued under this 2021 EIP. On the first day of each March, beginning on March 1, 2021 and continuing through March 1, 2030, the 2021 EIP reserve will automatically increase by a number equal to the lesser of (a) 5% of the total number of shares of Common Stock actually issued and outstanding on the last day of the preceding month and (b) a number of shares of Common Stock determined by the Company's Board of Directors. As of January 31, 2026, 1,000,234 shares of Common Stock were available under the 2021 EIP.

There were no options granted for the year ended January 31, 2026.

Restricted Stock Units

The 2021 EIP provides for the issuance of RSUs to employees and directors. A summary of activity of RSUs under the 2021 EIP at January 31, 2026 and changes during the periods then ended is presented in the following table, adjusted on a retroactive basis to reflect the Reverse Stock Split as discussed in Note 1, *Description of Business and Basis of Presentation*:

	Number of Shares	Weighted Average Grant Date Fair Value per Share
Outstanding as of January 31, 2025	1,827,940	$ 57.32
RSU granted	1,971,733	$ 12.42
RSU vested	(1,145,673)	$ 49.95
RSU forfeited	(458,703)	$ 29.92
Outstanding as of January 31, 2026	**2,195,297**	$ 26.56

The total grant date fair value of RSUs vested during the year ended January 31, 2026, 2025 and 2024 were $57.2 million, $74.6 million, and $84.5 million, respectively.

Performance Restricted Stock Units

Pursuant to the 2021 EIP, the Company grants Performance Restricted Stock Units (PRSUs) to certain officers, including the Company's Chief Executive Officer. Vesting of the PRSUs is dependent upon the satisfaction of either market-based or performance based conditions as well as service-based conditions.

The grant date fair value of market-based PRSUs are valued based on a Monte Carlo valuation model. Vesting of the PRSUs is dependent upon the satisfaction of both market- and service-based conditions occurring at the end of a four- or five- year period. The market-based condition is achieved if the closing price of the Company's Common Stock is greater than or equal to the applicable stock price target over a specified consecutive period at any time during the period beginning the date of the grant and ending on the expiration date.

The grant date fair value of performance-based PRSUs are valued based on the Company's stock market value on the grant date. Stock-based compensation expense is recognized over the requisite service period based on the number of units expected to vest, which is reassessed during each reporting period based on the Company's evaluation of the probability of achieving the applicable performance conditions.

A summary of activity of PRSUs under the 2021 EIP at January 31, 2026 and changes during the periods then ended is presented in the following table, adjusted on a retroactive basis to reflect the Reverse Stock Split as discussed in Note 1, *Description of Business and Basis of Presentation*:

	Number of Shares	Weighted Average Grant Date Fair Value per Share
Outstanding as of January 31, 2025	186,646	$ 47.75
PRSU granted	348,187	$ 12.52
PRSU forfeited	(89,900)	$ 32.70
Outstanding as of January 31, 2026	**444,933**	$ 23.22

2026 Inducement Plan

On January 15, 2026, the Board of Directors of the Company adopted the ChargePoint Holdings, Inc. 2026 Inducement Plan (the “Inducement Plan”). The Inducement Plan will serve to advance the interests of the Company by providing a material inducement for individuals to join the Company as employees by affording such individuals an opportunity to acquire a proprietary interest in the Company. The Inducement Plan has not been and will not be approved by the Company’s stockholders. Awards under the Inducement Plan will be made pursuant to the exemption from NYSE stockholder approval requirements for equity compensation provided by NYSE Listed Company Manual 303A.08 or any successor rule thereto (the “Inducement Rules”).

The Inducement Plan provides for the grant of certain equity-based awards solely to persons expected to become officers and other employees of the Company and its subsidiaries as the Company’s Compensation and Organizational Development Committee of its Board of Directors (the “Compensation Committee”) in its sole discretion may select from time to time and who is eligible to receive an award under the Inducement Plan pursuant to the Inducement Rules. The maximum number of shares available for grant under the Inducement Plan is 300,000 shares of the Company’s Common Stock (subject to adjustment for recapitalizations, stock splits, reorganizations and similar transactions). The terms of the Inducement Plan are generally identical to the terms of the 2021 EIP (modified as necessary to comply with the Inducement Rules), is administered by the Compensation Committee, and expires ten years from the date of effectiveness. As of January 31, 2026, 300,000 shares were reserved for future issuance under the Inducement Plan.

2017 Plan and 2007 Plan

In fiscal year 2022, the Company terminated its 2017 Stock Option Plan (the “2017 Plan”) and 2007 Stock Option Plan (the “2007 Plan”). No further awards will be granted under the 2017 and 2007 Plans. As of January 31, 2026, 98,783 shares and 19,973 shares of Common Stock remain reserved for outstanding awards issued under the 2017 and 2007 Plans, respectively. Stock-based awards forfeited, cancelled or repurchased from the above plans generally are returned to the pool of shares of Common Stock available for issuance under the 2021 EIP Plan.

Stock Options Activity

A summary of option activity under the 2017 and 2007 Plans at January 31, 2026 and changes during the periods then ended is presented in the following table, adjusted on a retroactive basis to reflect the Reverse Stock Split as discussed in Note 1, *Description of Business and Basis of Presentation*:

	Number of Stock Option Awards	Weighted Average Exercise Price	Weighted Average Remaining Contractual term (in years)	Aggregate Intrinsic Value (in thousands)
Outstanding as of January 31, 2025	**135,179**	$ 15.34	3.9	$ 528
Exercised	(4,004)	$ 11.95		
Cancelled	(12,419)	$ 14.90		
Outstanding as of January 31, 2026	**118,756**	$ 15.51	3.1	$ —
Options vested and expected to vest as of January 31, 2026	118,756	$ 15.51	3.1	$ —
Exercisable as of January 31, 2026	118,756	$ 15.51	3.1	$ —

The Company did not grant any options during the years ended January 31, 2026 and 2025. The total fair value of options vested during the years ended January 31, 2025 and 2024 was $0.2 million, and $46.3 million, respectively. There were no options that vested during the year ended January 31, 2026.

Determination of Fair Value

The Company records stock-based compensation based on the grant date fair value of the equity instruments issued to employees and uses different appropriate methods to establish the fair value depending on the features of the awards. The grant date fair value of RSUs equals the fair market value of the Company’s Common Stock on the grant date. The Company utilizes the Black-Scholes option-pricing model to establish the fair value of stock options and ESPP, and the Monte Carlo simulation model to establish the fair value of PRSUs containing a market condition.

The weighted-average assumptions in the Black-Scholes option-pricing models used to determine the fair value of ESPP rights granted during the year ended January 31, 2026, 2025 and 2024 were as follows:

	Year Ended January 31,		
	2026	2025	2024
Expected volatility	78.8% - 97.8%	83.2% - 100.3%	62.3% - 70.8%
Risk-free interest rate	3.5% - 5.2%	3.5% - 5.2%	4.5% - 5.4%
Dividend rate	0.0%	0.0%	0.0%
Expected term (in years)	0.5 - 2.0	0.5 - 2.0	0.5 - 2.0

- Expected volatility: The expected volatility was determined by using a blended volatility approach of historical volatility and implied volatility.
- Risk-free interest rate: The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant for zero-coupon U.S. Treasury notes with maturities corresponding to the expected term of the awards.
- Expected dividend yield: The expected dividend rate is zero as ChargePoint currently has no history or expectation of declaring dividends on its Common Stock.
- Expected term: The expected term represents the length of time the ESPP rights under each purchase period are outstanding.

There were no PRSU awards granted during the year ended January 31, 2026 that required the fair value to be determined using a Monte Carlo simulation model on the grant date. The weighted-average assumptions in the Monte Carlo valuation model used to determine the fair value of PRSUs granted during the year ended January 31, 2025, and 2024 were as follows:

	Year Ended January 31,	
	2025	2024
Expected volatility	81.7% - 84.8%	68.4% - 82.4%
Risk-free interest rate	3.6% - 4.3%	4.0% - 4.3%
Dividend rate	0.0%	0.0%
Expected term (in years)	1.1 - 3.1	0.9 - 3.1

- Expected volatility: The expected volatility was determined using a blended volatility approach of historical volatility and implied volatility.
- Risk-free interest rate: The risk-free interest rate is based on the U.S. Treasury Constant Maturities yield curve in effect at the time of grant for zero-coupon U.S. Treasury notes with maturities approximately equal to the expected term of the options.
- Expected dividend yield: The expected dividend rate is zero as the Company currently has no history or expectation of declaring dividends on its Common Stock.
- Expected term: The expected term input for the award with a market condition is based upon the derived service period (“DSP”). The DSP represents the duration of the median of the distribution of stock-price paths on which the market condition is satisfied.

11. Income Taxes

The components of net loss before income taxes were as follows:

	Year Ended January 31,		
	2026	2025	2024
		(in thousands)	
Domestic	$ (220,155)	$ (277,823)	$ (457,788)
Foreign	4,006	5,129	158
Net loss before income taxes	**$ (216,149)**	**$ (272,694)**	**$ (457,630)**

The components of the provision for (benefit from) income taxes were as follows:

	Year Ended January 31,		
	2026	2025	2024
		(in thousands)	
Current			
Federal	$ —	$ 61	$ 218
State	123	13	17
Foreign	4,366	3,998	1,942
Total current	**$ 4,489**	**$ 4,072**	**$ 2,177**
Deferred			
Foreign	(441)	300	(2,198)
Total deferred	(441)	300	(2,198)
Total provision for (benefit from) income taxes	**$ 4,048**	**$ 4,372**	**$ (21)**

The table below provides the updated requirements of ASU 2023-09 for the Company's effective tax rate for the year ended January 31, 2026. See Note 1, *Description of the Business and Summary of Significant Accounting Policies* for additional details on the adoption of ASU 2023-09.

	Year Ended January 31,	
	2026	
U.S. federal statutory tax rate	$ (45,391)	21.0%
State and local income taxes, net of federal tax effect	(676)	0.3 %
Effect of cross-border tax laws	513	(0.2%)
Change in valuation allowances	30,507	(14.1%)
Nondeductible items		
Nondeductible stock-based compensation	11,145	(5.2%)
Permanent difference on debt Exchange Transaction	3,164	(1.5) %
Other adjustments	1,401	(0.7) %
Changes in unrecognized tax benefits	3,331	(1.5) %
Foreign tax effects	54	— %
Total income tax expense	**$ 4,048**	**(1.9) %**

The Company presents the impact of uncertain tax positions in the effective tax rate reconciliation on an aggregate worldwide basis. This uncertain tax position line amounts includes the positions related to federal and state research and development ("R&D") credits as well as transfer pricing matters. Accordingly, amounts related to uncertain tax positions are included in the "Changes in unrecognized tax benefits" line and are not allocated to specific jurisdictions, such as federal, state, or foreign taxes. As a result, certain items related to state or foreign tax matters may be reflected within this line rather than within the respective jurisdictional categories in the rate reconciliation. Greater than 50% of the state tax benefit was primarily due to California R&D credits.

As previously disclosed for the periods ended January 31, 2025 and 2024, prior to the adoption of ASU 2023-09, the effective income tax rate differed from the statutory federal income tax rate as follows:

	Year Ended January 31,	
	2025	2024
Tax at federal statutory rate	21.0%	21.0%
Stock-based compensation	(7.6%)	(2.6%)
Change in valuation allowance	(13.4%)	(19.5%)
Research and development tax credits	0.4%	0.6%
Other	(2.0) %	0.6%
Effective tax rate	**(1.6) %**	**0.1 %**

The significant components of the Company's deferred tax assets and liabilities as of January 31, 2026 and 2025 were as follows:

	Year Ended January 31,	
	2026	2025
	(in thousands)	
Deferred tax assets:		
Net operating losses	$ 304,482	$ 278,637
Research & development credits	45,207	44,047
Deferred revenue	28,649	33,188
Accruals and reserves	18,307	20,377
Stock-based compensation	2,732	3,860
Operating lease liabilities	3,953	5,024
Capitalized research & development expense	71,713	78,632
Interest expense limitation	12,340	8,550
Inventory reserves	13,022	15,350
Debt book-tax basis difference	19,339	—
UNICAP adjustment	9,243	8,850
Depreciation and amortization	296	—
Total deferred tax assets	**529,283**	**496,515**
Less: valuation allowance	(523,065)	(486,356)
Deferred tax liabilities:		
Depreciation and amortization	—	(345)
Operating lease right-of-use assets	(2,905)	(3,706)
Acquired intangible assets	(14,229)	(15,598)
Deferred commission	(1,933)	(2,347)
Other	(189)	—
Total deferred tax liabilities	**(19,256)**	**(21,996)**
Net deferred tax assets (liabilities)	**$ (13,038)**	**$ (11,837)**

Under the Tax Cuts and Jobs Act, for tax years beginning after December 31, 2021, taxpayers are required to capitalize and amortize all R&D expenditures that are paid or incurred in connection with their trade or business which represent costs in the experimental or laboratory sense. Specifically, research and development expenditures capitalized pursuant to Internal Revenue Code Section 174 are amortized over a 5-year period for domestic expenses and a 15-year period for foreign expenses. The One Big Beautiful Bill Act ("OBBBA"), enacted on July 4, 2025, restored the immediate expensing of domestic R&D expenses and allowed accelerated expensing of previously capitalized domestic R&D as of December 31, 2024. Foreign research costs remain subject to capitalization and amortization over a 15-year period.

The Company determines its valuation allowance on deferred tax assets by considering both positive and negative evidence in order to ascertain whether it is more likely than not that deferred tax assets will be realized. Realization of deferred tax assets is dependent upon the generation of future taxable income, if any, the timing and amount of which are uncertain. Due to the Company's historical operating losses in the United States ("US"), the Company believes that it is more likely than not that the US deferred taxes will not be realized; accordingly, the Company has recorded a full valuation allowance on its net US deferred tax assets as of January 31, 2026 and 2025. The valuation allowance increased by $36.7 million, $46.9 million, and $110.7 million during the years ended January 31, 2026, 2025, and 2024, respectively, primarily driven by losses, capitalized research and development expenses, and tax credits generated in the United States.

As of January 31, 2026, the Company had federal and California state net operating loss ("NOL") carryforwards of $1,163.6 million and $456.2 million, respectively, of which $974.9 million of the federal NOL carryforwards can be carried forward indefinitely. The federal and California state net operating loss carryforwards begin to expire in 2028 and 2029, respectively. In addition, the Company had NOLs for other states of $515.8 million, which began to expire in the year 2026.

As of January 31, 2026, the Company had federal and California state research credit carryforwards of $41.2 million and $43.3 million, respectively. The federal credit carryforwards will begin to expire in 2038. The California research credit carryforwards can be carried forward indefinitely.

Under Internal Revenue Code Section 382 ("Section 382"), the Company's ability to utilize NOL carryforwards or other tax attributes such as research tax credits, in any taxable year may be limited if the Company experiences, or has experienced, an "ownership change." A Section 382 ownership change generally occurs if one or more stockholders or groups of stockholders, who own at least 5% of the Company's stock, increase their ownership by more than 50 percentage points over their lowest ownership percentage within a rolling three-year period. Similar rules may apply under state tax laws. The Company completed its Section 382 analysis and determined it had experienced ownership changes in some periods through January 31, 2026. As a result of the ownership changes, approximately $17.1 million of Federal NOLs, $17.5 million of California NOLs, and $4.7 million of federal tax credits are expected to expire unutilized for income tax purposes and have been excluded from the deferred tax asset table. Subsequent ownership changes may affect the limitation in future years.

The following table summarizes the activity related to unrecognized tax benefits as follows:

	Year Ended January 31,		
	2026	2025	2024
	(in thousands)		
Unrecognized tax benefits - beginning	$ 35,533	$ 32,093	$ 25,762
Gross changes - prior period tax position	—	(103)	—
Gross changes - current period tax position	3,537	3,543	6,331
Unrecognized tax benefits — ending	**$ 39,070**	**$ 35,533**	**$ 32,093**

As of January 31, 2026, the Company had unrecognized tax benefits of $39.1 million, which would not impact the effective tax rate, if recognized, due to the valuation allowance. The unrecognized tax benefits are primarily related to activities which the Company believes qualify for research and development tax credits. The nature of these activities as creditable may be subject to a different interpretation upon a tax examination. It is unlikely that the amount of liability for unrecognized tax benefits will significantly change over the next twelve months.

It is the Company's policy to recognize interest and penalties related to income tax matters in income tax expense. As of January 31, 2026, the Company had no accrued interest and penalties related to uncertain tax positions. The fiscal years ended March 2008 through January 2025 remain open to examination due to the carryover of unused net operating losses and tax credits. The Company does not expect its uncertain tax positions to change significantly within the next twelve months.

In January 2018, the FASB released guidance on the accounting for tax on the global intangible low-taxed income ("GILTI") provisions of the Tax Cuts and Jobs Act of 2017. The GILTI provisions impose a tax on foreign income in excess of a deemed return on tangible assets of foreign corporations. The guidance indicates that either accounting for deferred taxes related to GILTI inclusions or treating any taxes on GILTI inclusions as period cost are both acceptable methods subject to an accounting policy election. The Company has elected to treat any potential GILTI inclusions as a period cost.

Income taxes paid are as follows (in thousands):

	Year Ended January 31,
	2026
	(in thousands)
U.S. State	$ —
Foreign	
India	928
UK	644
Germany	408
Canada	399
Netherlands	276
Austria	176
All other foreign	53
Income taxes paid	**$ 2,884**

12. Segment Reporting and Geographic Information

The Company operates as one operating segment. Accordingly, our CODM uses consolidated net income or loss to measure segment profit or loss, allocate resources and assess performance. In addition, the CODM reviews the significant expenses, categorized as cost of sales and each major operating expense category (i.e., research and development, sales and marketing, and general and administrative) using consolidated amounts presented in the Consolidated Statements of Operations.

Revenue by geographic area based on the shipping address of the customers was as follows:

	Year Ended January 31, 2026	2025	2024
	(in thousands)		
United States	$ 306,953	$ 299,999	$ 380,067
Rest of World	104,271	117,084	126,572
Total revenue	**$ 411,224**	**$ 417,083**	**$ 506,639**

Long-lived assets by geographic area were as follows:

	January 31, 2026	2025
	(in thousands)	
United States	$ 40,793	$ 55,198
Netherlands	50,406	54,000
Rest of World	5,450	7,018
Total long-lived assets	**$ 96,649**	**$ 116,216**

13. Basic and Diluted Net Loss per Share

The following table sets forth the computation of the Company's basic and diluted net loss per share attributable to common stockholders for the years ended January 31, 2026, 2025, and 2024, adjusted on a retroactive basis to reflect the Reverse Stock Split as discussed in Note 1, *Description of Business and Basis of Presentation*:

	Year Ended January 31, 2026	2025	2024
	(in thousands, except share and per share data)		
Numerator:			
Net income (loss)	$ (220,197)	$ (277,066)	$ (457,609)
Net loss attributable to common stockholders - Basic	**$ (220,197)**	**$ (277,066)**	**$ (457,609)**
Net loss attributable to common stockholders - Diluted	**$ (220,197)**	**$ (277,066)**	**$ (457,609)**
Denominator:			
Weighted average common shares outstanding	23,408,373	21,674,490	18,777,196
Less: Weighted-average unvested restricted shares and shares subject to repurchase	—	—	(702)
Weighted average shares outstanding - Basic	**23,408,373**	**21,674,490**	**18,776,494**
Weighted average shares outstanding - Diluted	**23,408,373**	**21,674,490**	**18,776,494**
Net loss per share - Basic	**$ (9.41)**	**$ (12.78)**	**$ (24.37)**
Net loss per share - Diluted	**$ (9.41)**	**$ (12.78)**	**$ (24.37)**

The potential shares of Common Stock that were excluded from the computation of diluted net loss per share attributable to common stockholders for the periods presented, adjusted on a retroactive basis to reflect the Reverse Stock Split as discussed in Note 1, *Description of Business and Basis of Presentation*, because including them would have had an antidilutive effect were as follows:

	Year Ended January 31,		
	2026	2025	2024
2028 Convertible Notes (on an as-converted basis)	47,208	1,303,124	1,250,000
Options to purchase common stock	118,756	135,296	569,838
Restricted stock units	2,195,297	1,830,854	1,420,806
Unvested early exercised common stock options	—	—	33
2025 Warrants	1,671,000	—	—
Legacy Warrants	1,724,961	1,724,961	1,724,961
Employee stock purchase plan	840,035	422,113	467,433
Total potentially dilutive common share equivalents	**6,597,257**	**5,416,348**	**5,433,071**

PRSUs granted during the fiscal years ended January 31, 2026, 2025 and 2024 were excluded from the above table because the respective stock price targets had not been met as of the year end.

14. Restructuring

September 2024 Reorganization

In September 2024, the Company implemented a reorganization plan to reduce its operating expenses and continue to increase efficiencies (the “September 2024 Reorganization”). The September 2024 Reorganization entailed a reduction in force of approximately 249 employees, or 15% of the Company’s global workforce at the time. As a result, in the third quarter of fiscal year 2025, the Company incurred $9.8 million of employee severance, termination and employment-related exit costs.

The following table summarizes the September 2024 Reorganization charges by line item within the Company’s consolidated statements of operations for year ended January 31, 2025:

	Severance and employment-related termination costs
	(in thousands)
Cost of revenue	$ 961
Research and development	2,867
Sales and marketing	5,066
General and administrative	933
Total	**$ 9,827**

As of January 31, 2026, no restructuring-related liabilities remained in accrued and other current liabilities. As of January 31, 2025, $0.4 million in restructuring-related liabilities related to the September 2024 Reorganization remained in accrued and other current liabilities.

January 2024 Reorganization

In January 2024, the Company implemented a reorganization plan to reduce its operating expenses and further increase efficiencies (the “January 2024 Reorganization”). The January 2024 Reorganization entailed a reduction in force of approximately 223 employees, or 12% of the Company’s global workforce and other actions to reduce expenses. The Company incurred $9.9 million of employee severance, termination and employment-related exit costs and $2.7 million of facility exit costs, including impairment charges and accelerated depreciation of right-of-use assets.

During the twelve months ended January 31, 2026, no further restructuring charges related to the January 2024 Reorganization were incurred. The following table summarizes the January 2024 Reorganization charges by line item within the Company’s consolidated statements of operations for the year ended January 31, 2024:

	Severances and employment-related termination costs	Facility and other contract terminations	Total
		(in thousands)	
Cost of revenue	$ 632	$ —	$ 632
Research and development	7,540	—	7,540
Sales and marketing	500	—	500
General and administrative	1,274	2,708	3,982
Total	**$ 9,946**	**$ 2,708**	**$ 12,654**

During the twelve months ended January 31, 2026, changes to the restructuring-related liabilities were primarily due to cash disbursements of severance and employment-related exit costs and facility exit costs. As of January 31, 2026, no restructuring-related liabilities remained in accrued and other current liabilities. As of January 31, 2025, restructuring liabilities related to the January 2024 Reorganization were $1.2 million entirely related to severance and employment-related exit costs.

September 2023 Reorganization

In September 2023, the Company implemented a reorganization plan to reduce its operating expenses and increase efficiencies (the “September 2023 Reorganization”). The September 2023 Reorganization entailed a reduction in force of approximately 168 employees, or 10% of the Company’s global workforce at the time, and other actions to reduce expenses. During the twelve months ended January 31, 2024, the Company incurred $15.6 million of employee severance, termination and employment-related exit cost, as well as accelerated depreciation of right-of-use assets and other facilities and contract termination charges.

The following table summarizes the September 2023 Reorganization charges by line item within the Company’s statement of operations for the year ended January 31, 2024:

	Severances and employment-related termination costs	Facility and other contract terminations	Total
		(in thousands)	
Cost of revenue	$ 996	$ —	$ 996
Research and development	4,183	—	4,183
Sales and marketing	1,343	—	1,343
General and administrative	890	8,189	9,079
Total	**$ 7,412**	**$ 8,189**	**$ 15,601**

During the twelve months ended January 31, 2026, changes to the restructuring-related liabilities were primarily due to cash disbursements of severance and employment-related exit costs. As of January 31, 2026, restructuring liabilities related to the September 2023 Reorganization were $0.1 million entirely related to facility exit cost. As of January 31, 2025, restructuring liabilities related to the September 2023 Reorganization were $0.3 million, including $0.1 million in severance and employment-related exit cost and $0.2 million in facility exit cost.

15. Subsequent Events

On March 31, 2026, the Company implemented a reorganization of its operations including a reduction of the Company’s current global workforce by approximately 10% (the “March 2026 Reorganization”). The Company estimates the aggregate restructuring costs associated with the March 2026 Reorganization to be approximately $8.0 million, primarily consisting of severance benefits, employee benefits and related costs and facility exit costs. The Company expects to complete the March 2026 Reorganization during its second quarter for fiscal year 2027 and to incur these costs primarily during its first and second quarters for fiscal year 2027. The estimates of the charges and expenditures that the Company expects to incur in connection with the March 2026 Reorganization, and the timing thereof, are subject to a number of assumptions, including local law requirements in various jurisdictions, and actual amounts may differ materially from estimates. In addition, the Company may incur other charges or cash expenditures not currently contemplated due to unanticipated events that may occur, including in connection with the implementation of the March 2026 Reorganization.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in the reports filed or submitted under the Securities Exchange Act of 1934, as amended, ("Exchange Act") is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is accumulated and communicated to management, including ChargePoint's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs.

ChargePoint's management, with the participation of its Chief Executive Officer and Chief Financial Officer, evaluated, as of January 31, 2026, the effectiveness of ChargePoint's disclosure controls and procedures (as that term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that ChargePoint's disclosure controls and procedures were effective at the reasonable assurance level as of January 31, 2026.

Management's Report on Internal Control over Financial Reporting

ChargePoint's management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. ChargePoint's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP and includes those policies and procedures that: (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect ChargePoint's transactions and the dispositions of ChargePoint's assets; (2) provide reasonable assurance that ChargePoint's transactions are recorded as necessary to permit preparation of financial statements in accordance with U.S. GAAP and that ChargePoint's receipts and expenditures are being made only in accordance with appropriate authorizations of management and the directors of ChargePoint; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of ChargePoint's assets that could have a material effect on its financial statements.

ChargePoint's management, under the supervision of and with the participation of its Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of ChargePoint's internal control over financial reporting as of January 31, 2026 using the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control—Integrated Framework* (2013). Based on the assessment by ChargePoint's management, ChargePoint's management concluded that ChargePoint's internal control over financial reporting was effective as of January 31, 2026.

ChargePoint's independent registered public accounting firm, PricewaterhouseCoopers LLP, has audited the effectiveness of ChargePoint's internal control over financial reporting as of January 31, 2026, as stated in their report, which appears in Part II, Item 8 of this Annual Report on Form 10-K.

Changes in Internal Control Over Financial Reporting

There have been no changes in internal control over financial reporting during the quarter ended January 31, 2026 that have materially affected, or are reasonably likely to materially affect, ChargePoint's internal control over financial reporting.

Item 9B. Other Information.

During the three months ended January 31, 2026, none of our directors or executive officers modified or terminated a Rule 10b5-1 trading arrangement or adopted, modified or terminated a non-Rule 10b5-1 trading arrangement as defined in Item 408 of Regulation S-K.

March 2026 Reorganization

On March 31, 2026, the Company implemented a reorganization of its operations including a reduction of the Company's current global workforce by approximately 10% (the "March 2026 Reorganization"). The Company estimates the aggregate restructuring costs associated with the March 2026 Reorganization to be approximately $8.0 million, primarily consisting of severance benefits, employee benefits and related costs. The Company expects to complete the March 2026 Reorganization during its second quarter for fiscal year 2027 and to incur these costs primarily during its first and second quarters for fiscal year 2027. The estimates of the charges and expenditures that the Company expects to incur in connection with the March 2026 Reorganization, and the timing thereof, are subject to a number of assumptions, including local law requirements in various jurisdictions, and actual amounts may differ materially from estimates. In addition, the Company may incur other charges or cash expenditures not currently contemplated due to unanticipated events that may occur, including in connection with the implementation of the March 2026 Reorganization.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections.

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Information relating to directors, executive officers and corporate governance will be presented in the definitive proxy statement filed pursuant to Regulation 14A for the 2026 Annual Meeting of Stockholders to be held on or about July 21, 2026, which information is incorporated herein by reference.

ChargePoint has an insider trading policy governing the purchase, sale and other dispositions of our securities that applies to all personnel of ChargePoint and its subsidiaries, including directors, officers, employees and other covered persons. ChargePoint believes that its insider trading policy 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 this Annual Report.

Item 11. Executive Compensation.

Information relating to executive compensation will be presented in the definitive proxy statement filed pursuant to Regulation 14A for the 2026 Annual Meeting of Stockholders to be held on or about July 21, 2026, which information is incorporated herein by reference.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Information relating to securities authorized for issuance under equity compensation plans and other information required to be provided in response to this item will be presented in the definitive proxy statement filed in pursuant to Regulation 14A for the 2026 Annual Meeting of Stockholders to be held on or about July 21, 2026, which information is incorporated herein by reference. In addition, descriptions of ChargePoint’s equity compensation plans are set forth in Note 10, *Equity Plans and Stock-Based Compensation*, in Part II, Item 8 in the notes to the consolidated financial statements included in this Annual Report.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Information required to be provided in response to this item will be presented in the definitive proxy statement filed pursuant to Regulation 14A for the 2026 Annual Meeting of Stockholders to be held on or about July 21, 2026, which information is incorporated herein by reference.

Item 14. Principal Accountant Fees and Services.

Information required to be provided in response to this item will be presented in the definitive proxy statement filed pursuant to Regulation 14A for the 2026 Annual Meeting of Stockholders to be held on or about July 21, 2026, which information is incorporated herein by reference.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a) Exhibits.

Exhibit No.	Description
2.1	Business Combination Agreement and Plan of Reorganization, dated as of September 23, 2020, by and among Switchback Energy Acquisition Corporation, Lightning Merger Sub Inc. and ChargePoint, Inc. (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K (File No. 001-39004) filed with the SEC on September 24, 2020).
3.1	Second Amended and Restated Certificate of Incorporation of ChargePoint (incorporated by reference to Exhibit 3.1 to ChargePoint Holdings, Inc.'s Current Report on Form 8-K (File No. 001-39004), filed with the SEC on March 1, 2021).
3.2	Amended and Restated Bylaws of ChargePoint Holdings, Inc., effective as of September 5, 2024 (incorporated by reference to Exhibit 3.1 to ChargePoint Holdings, Inc.'s Quarterly Report on Form 10-Q (File No. 001-39004), filed with the SEC on September 9, 2024).
3.3	Certificate of Change of Registered Agent and/or Registered Office (incorporated by reference to Exhibit 3.3 to ChargePoint Holdings, Inc.'s Annual Report on Form 10-K (File No. 001-39004), filed with the SEC on April 4, 2022).
3.4	Certificate of Amendment to Second Amended and Restated Certificate of Incorporation of ChargePoint Holdings, Inc. dated July 25, 2025 (incorporated by reference to Exhibit 3.1 to the Company's current report on Form 8-K (File No. 001-39004) filed with the SEC on July 28, 2025).
4.1	Form of Warrant to Purchase Shares of Common Stock of ChargePoint, Inc. (incorporated by reference to Exhibit 4.2 to Switchback Energy Acquisition Corporation's Registration Statement on Form S-4/A (File No. 333-249549), filed with the SEC on December 4, 2020).
4.2	Form of 2025 Warrant (incorporated by reference to Exhibit 4.1 to the Company's current report on Form 8-K (File No. 001-39004) filed with the SEC on November 18, 2025).
4.3+	Description of Registrant's Securities.
4.4	Indenture (including form of Note), dated April 12, 2022, by and among ChargePoint Holdings, Inc., ChargePoint, Inc. and Wilmington Trust National Association (incorporated by reference to Exhibit 4.1 to ChargePoint Holdings, Inc.'s Current Report on Form 8-K (File No. 001-39004), filed with the SEC on April 12, 2022).
4.5	Form of Indenture with respect to Debt Securities (incorporated by reference to Exhibit 4.6 to the Registration Statement on Form S-3 (File No. 333-265986), filed with the SEC on July 1, 2022).
4.6	First Supplemental Indenture, dated as of October 24, 2023, by and among the Company, ChargePoint, Inc., as guarantor and Wilmington Trust National Association, as trustee (incorporated by reference to Exhibit 4.1 to ChargePoint Holdings, Inc.'s Current Report on Form 8-K (File No. 001-39004), filed with the SEC on October 24, 2023).
10.1^	Exchange Agreement, dated November 14, 2025, by and between ChargePoint Holdings, Inc. and the Exchanging Creditors party thereto (incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K (File No. 001-39004) filed with the SEC on November 18, 2025).
10.2^	Credit and Security Agreement, dated November 14, 2025, by and among ChargePoint, Inc., ChargePoint Holdings, Inc., certain subsidiary guarantors, the lenders party thereto and Alter Domus (US) LLC (incorporated by reference to Exhibit 10.2 to the Company's current report on Form 8-K (File No. 001-39004) filed with the SEC on November 18, 2025).
10.3*^	Offer Letter, dated September 2, 2022, between ChargePoint, Inc. and Jagdeep Singh (incorporated by reference to Exhibit 10.3 to ChargePoint Holdings, Inc.'s Annual Report on Form 10-K (File No. 001-39004), filed with the SEC on April 1, 2024).
10.4*	ChargePoint Holdings, Inc. 2021 Equity Incentive Plan and related forms of agreement (incorporated by reference to Exhibit 10.7 to ChargePoint Holdings, Inc.'s Annual Report on Form 10-K (File No. 001-39004), filed with the SEC on April 4, 2022).
10.5*	Amended and Restated ChargePoint Holdings, Inc. 2021 Employee Stock Purchase Plan dated December 8, 2022 (incorporated by reference to Exhibit 10.1 to ChargePoint Holdings, Inc.'s Quarterly Report on Form 10-Q (File No. 0001-39004), filed with the SEC on June 8, 2023).

Table of Content

Exhibit No.	Description
10.6	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.9 to ChargePoint Holdings, Inc.'s Annual Report on Form 10-K (File No. 001-39004), filed with the SEC on April 4, 2022).
10.7*	ChargePoint Holdings Incentive Bonus Plan (incorporated by reference to Exhibit 10.10 to ChargePoint Holdings, Inc.'s Current Report on Form 8-K (File No. 001-39004), filed with the SEC on March 1, 2021).
10.8*	ChargePoint Holdings, Inc. Compensation Program for Non-Employee Directors, dated June 8, 2023 (incorporated by reference to Exhibit 10.2 to ChargePoint Holdings, Inc.'s Quarterly Report on Form 10-Q (File No. 001-39004), filed with the SEC on September 11, 2023).
10.9	Registration Rights Agreement, dated November 14, 2025, by and between ChargePoint Holdings, Inc. and the Exchanging Holders party thereto (incorporated by reference to Exhibit 10.3 to the Company's current report on Form 8-K (File No. 001-39004) filed with the SEC on November 18, 2025).
10.10*	ChargePoint, Inc. 2017 Stock Plan, as amended (incorporated by reference to Exhibit 10.18 to Switchback Energy Acquisition Corporation's Registration Statement on Form S-4/A (File No. 333249549), filed with the SEC on December 4, 2020).
10.11*	Coulomb Technologies, Inc. 2007 Stock Incentive Plan, as amended (incorporated by reference to Exhibit 10.19 to Switchback Energy Acquisition Corporation's Registration Statement on Form S-4/A (File No. 333-249549), filed with the SEC on December 4, 2020).
10.12*	Form of Restricted Stock Unit Award Agreement and Notice under ChargePoint Holdings, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.3 to ChargePoint Holdings, Inc.'s Quarterly Report on Form 10-Q (File No. 001-39004), filed with the SEC on September 11, 2023).
10.13*	Form of Performance Restricted Stock Unit Award Agreement and Notice under ChargePoint Holdings, Inc. 2021 Equity Incentive Plan (incorporated by reference to Exhibit 10.4 to ChargePoint Holdings, Inc.'s Quarterly Report on Form 10-Q (File No. 001-39004), filed with the SEC on September 11, 2023).
10.14*	ChargePoint Holdings, Inc. Executive Severance Plan, effective February 29, 2024 (incorporated by reference to Exhibit 10.18 to ChargePoint Holdings, Inc.'s Annual Report on Form 10-K (File No. 001-39004), filed with the SEC on April 1, 2024).
10.15	Investment Agreement, dated April 4, 2022, by and among ChargePoint Holdings, Inc., ChargePoint, Inc. and Antara Capital LP (incorporated by reference to Exhibit 10.1 to ChargePoint Holdings, Inc.'s Current Report on Form 8-K (File No. 001-39004), filed with the SEC on April 12, 2022).
10.16*	Offer Letter, dated November 14, 2023, between ChargePoint, Inc. and Rick Wilmer (incorporated by reference to Exhibit 10.1 to ChargePoint Holdings, Inc.'s Current Report on Form 8-K (File No. 001-39004), filed with the SEC on November 16, 2023).
10.17*	Severance and Change in Control Agreement, between ChargePoint Holdings, Inc. and Rick Wilmer, dated November 15, 2023 (incorporated by reference to Exhibit 10.4 to ChargePoint Holdings, Inc.'s Quarterly Report on Form 10-Q (File No. 001-39004), filed with the SEC on December 8, 2023).
10.18*	Offer Letter, dated November 2, 2018, between ChargePoint, Inc. and Mansi Khetani (incorporated by reference to Exhibit 10.2 to ChargePoint Holdings, Inc.'s Current Report on Form 8-K (File No. 001-39004), filed with the SEC on November 16, 2023).
10.19*	Addendum to Offer Letter, dated November 14, 2023, between ChargePoint, Inc. and Mansi Khetani (incorporated by reference to Exhibit 10.3 to ChargePoint Holdings, Inc.'s Current Report on Form 8-K (File 001-39004), filed with the SEC on November 16, 2023).
10.20*	Second Addendum to Offer Letter, dated July 9, 2024, between ChargePoint, Inc. and Mansi Khetani (incorporated by reference to Exhibit 10.1 to ChargePoint Holdings, Inc.'s Quarterly Report on Form 10-Q (File No. 001-39004), filed with the SEC on September 9, 2024).
10.21*	Offer Letter, dated August 16, 2024, between ChargePoint, Inc. and David Vice (incorporated by reference to Exhibit 10.1 to ChargePoint Holdings, Inc.'s Quarterly Report on Form 10-Q (File No. 001-39004), filed with the SEC on June 6, 2025).
10.22*	Offer Letter, dated December 30, 2020, between ChargePoint, Inc. and Rebecca Chavez (incorporated by reference to Exhibit 10.2 to ChargePoint Holdings, Inc.'s Quarterly Report on Form 10-Q (File No. 001-39004), filed with the SEC on September 9, 2024).
10.23+*	ChargePoint Holdings, Inc. 2026 Inducement Plan.
19.1	ChargePoint Holdings, Inc. Insider Trading Policy (incorporated by reference to Exhibit 19.1 to ChargePoint Holdings, Inc.'s Annual Report on Form 10-K (File No. 001-39004), filed with the SEC on March 28, 2025)
21.1	Material Subsidiaries of the Registrant (incorporated by reference to Exhibit 21.1 to ChargePoint Holdings, Inc.'s Annual Report on Form 10-K (File No. 001-39004), filed with the SEC on April 1, 2024)
23.1+	Consent of PricewaterhouseCoopers LLP.

Exhibit No.	Description
24.1+	Powers of Attorney (included on the signature page to this Annual Report on Form 10-K)
31.1+	Certification of Chief Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a)
31.2+	Certification of the Chief Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a)
32.1***	Certification of Chief Executive Officer required by Rule 13a-14(b) or Rule 15d-14(b) and 18 U.S.C. 1350
32.2***	Certification of the Chief Financial Officer required by Rule 13a-14(b) or Rule 15d-14(b) and 18 U.S.C. 1350
97.1	ChargePoint Holdings, Inc. Dodd-Frank Policy on Recoupment of Incentive Compensation, effective October 2, 2023 (incorporated by reference to Exhibit 97.1 to ChargePoint Holdings, Inc.'s Annual Report on Form 10-K (File No. 001-39004), filed with the SEC on April 1, 2024)
101.INS+	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because iXBRL tags are embedded within the Inline XBRL document).
101.SCH+	Inline XBRL Taxonomy Extension Schema Document
101.CAL+	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF+	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB+	Inline XBRL Taxonomy Extension Labels Linkbase Document
101.PRE+	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104+	The Cover Page Interactive Data File, formatted in Inline XBRL (included within the Exhibit 101 attachments).

^ The schedules and exhibits to this agreement have been omitted pursuant to Item 601(a)(5) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished to the SEC upon request.

* Denotes management compensatory plan, contract or arrangement.

+ Filed herewith

*** Furnished herewith

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

April 2, 2026

CHARGEPOINT HOLDINGS, INC.

By:	/s/ Mansi Khetani
Name:	Mansi Khetani
Title:	Chief Financial Officer, Principal Financial Officer and Principal Accounting Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Rick Wilmer and Mansi Khetani, jointly and severally, his or her attorneys-in-fact, each with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Annual Report on Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated on the dates indicated.

Signature	Title	Signature Date
/s/ Mansi Khetani MANSI KHETANI	Chief Financial Officer (Principal Financial Officer & Principal Accounting Officer)	April 2, 2026
/s/ Rick Wilmer RICK WILMER	Chief Executive Officer and Director (Principal Executive Officer)	April 2, 2026
/s/ Roxanne Bowman ROXANNE BOWMAN	Director	April 2, 2026
/s/ Elaine L. Chao ELAINE L. CHAO	Director	April 2, 2026
/s/ Bruce Chizen BRUCE CHIZEN	Director	April 2, 2026
/s/ Mitesh Dhruv MITESH DHRUV	Director	April 2, 2026
/s/ Axel Harries AXEL HARRIES	Director	April 2, 2026
/s/ Jeffrey Harris JEFFREY HARRIS	Director	April 2, 2026
/s/ Susan Heystee SUSAN HEYSTEE	Director	April 2, 2026

Signature	Title	Signature Date
/s/ Mark Leschly MARK LESCHLY	Director	April 2, 2026
/s/ Michael Linse MICHAEL LINSE	Director	April 2, 2026
/s/ Ekta Singh-Bushell EKTA SINGH-BUSHELL	Director	April 2, 2026
/s/ G. Richard Wagoner, Jr. G. RICHARD WAGONER, JR.	Director	April 2, 2026

EXHIBIT 4.3

DESCRIPTION OF REGISTRANT'S SECURITIES

The following summary describes the material provisions of ChargePoint Holdings, Inc. ("ChargePoint", "us" or "we") capital stock. Because it is only a summary, it may not contain all the information that is important to an investor in our securities. We urge you to read our Second Amended and Restated Certificate of Incorporation (as the foregoing may be amended, modified, supplemented and/or restated from time to time, the "Charter") and our Amended and Restated Bylaws (the "A&R Bylaws") in their entirety for a complete description of the rights and preferences of our Common Stock and the applicable warrant agreements for a description of the terms of the Legacy Warrants and 2025 Warrants. Each of our Charter and A&R Bylaws are incorporated by reference as Exhibit 3.1, Exhibit 3.3, Exhibit 3.4 and Exhibit 3.2, respectively, to the Annual Report on Form 10-K of which this Exhibit 4.3 is a part. Defined terms used and not defined herein shall have the meaning ascribed to such terms in our Annual Report on Form 10-K.

Authorized and Outstanding Stock

Our Charter authorizes the issuance of 1,000,000,000 shares of Common Stock and 10,000,000 shares of preferred stock, each with a par value of $0.0001 per share.

Common Stock

Dividend Rights

Subject to preferences that may apply to shares of preferred stock outstanding at the time, the holders of outstanding shares of our Common Stock are entitled to receive dividends out of funds legally available if the Board, in its discretion, determines to issue dividends and only then at the times and in the amounts that the Board may determine.

Voting Rights

The holders of our Common Stock are entitled to one vote per share. Stockholders do not have the ability to cumulate votes for the election of directors. Our Charter and A&R Bylaws provide for a classified board of directors consisting of three classes of approximately equal size, each serving staggered three-year terms. Only one class of directors will be elected at each annual meeting of our stockholders, with the other classes continuing for the remainder of their respective three-year terms.

No Preemptive or Similar Rights

Our Common Stock is not entitled to preemptive rights and is not subject to conversion, redemption or sinking fund provisions.

Right to Receive Liquidation Distributions

Upon our dissolution, liquidation or winding-up, the assets legally available for distribution to our stockholders are distributable ratably among the holders of our Common Stock, subject to prior satisfaction of all outstanding debt and liabilities and the preferential rights and payment of liquidation preferences, if any, on any outstanding shares of preferred stock.

Preferred Stock

We are authorized, subject to limitations prescribed by Delaware law, to issue preferred stock in one or more series, to establish from time to time the number of shares to be included in each series and to fix the designation, powers, preferences and rights of the shares of each series and any associated qualifications, limitations or restrictions. The Board also can increase or decrease the number of shares of any series, but not below the number of shares of that series then outstanding, without any further vote or action by our stockholders. The Board may authorize the issuance of preferred stock with voting or conversion rights that could adversely affect the voting power or other rights of the holders of the Common Stock. The issuance of preferred stock, while providing flexibility in connection with possible acquisitions and other corporate purposes, could, among other things, have the effect of delaying, deferring or preventing a change in control of our company and may adversely affect the market price of our Common Stock and the voting and other rights of the holders of Common Stock.

Certificate of Incorporation and Bylaw Provisions

The Charter and A&R Bylaws include a number of provisions that may have the effect of deterring hostile takeovers or delaying or preventing changes in control of the management team, including the following:

- *Board of Directors Vacancies*. The Charter and A&R Bylaws authorizes the Board to fill vacant directorships, including newly-created seats. In addition, the number of directors constituting the Board will be set only by resolution adopted by a majority vote of the entire Board. These provisions will prevent a stockholder from increasing the size of the Board and gaining control of the Board by filling the resulting vacancies with its own nominees.

- *Classified Board*. The Charter and A&R Bylaws provide that the Board is classified into three classes of directors, each of which will hold office for a three-year term. In addition, directors may only be removed from the Board for cause and only by the approval of 66 2/3% of the then-outstanding shares of Common Stock.

- *Stockholder Action; Special Meeting of Stockholders*. The Charter provides that stockholders will not be able to take action by written consent and will only be able to take action at annual or special meetings of the stockholders. Stockholders will not be permitted to cumulate their votes for the election of directors. The A&R Bylaws further provides that special meetings of the stockholders may be called only by a majority vote of the entire Board, the chairman of the Board or the chief executive officer.

- *Advance Notice Requirements for Stockholder Proposals and Director Nominations*. The A&R Bylaws provide advance notice procedures for stockholders seeking to bring business before the annual meeting of stockholders, or to nominate candidates for election as directors at any meeting of stockholders. The A&R Bylaws also specifies certain requirements regarding the form and content of a stockholder’s notice. These provisions may preclude the stockholders from bringing matters before the annual meeting of stockholders or from making nominations for directors at the meetings of stockholders.

- *Issuance of Undesignated Preferred Stock*. The Board has the authority, without further action by the holders of Common Stock, to issue up to 10,000,000 shares of undesignated preferred stock with rights and preferences, including voting rights, designated from time to time by the Board. The existence of authorized but unissued shares of preferred stock will enable the Board to render more difficult or discourage an attempt to obtain control of us by means of a merger, tender offer, proxy contest or otherwise.

Transfer Agent

The Transfer Agent for our Common Stock is Continental Stock Transfer & Trust Company.

Anti-Takeover Provisions

Delaware Law

ChargePoint is governed by the provisions of Section 203 of the Delaware General Corporations Law ("DGCL") regulating corporate takeovers. This section prevents some Delaware corporations from engaging, under some circumstances, in a business combination, which includes a merger or sale of at least 10% of the corporation's assets with any interested stockholder, meaning a stockholder who, together with affiliates and associates, owns or, within three years prior to the determination of interested stockholder status, did own 15% or more of the corporation's outstanding voting stock, unless:

- the transaction is approved by the board of directors prior to the time that the interested stockholder became an interested stockholder;

- upon closing of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction began, excluding for purposes of determining the voting stock outstanding those shares owned (i) by persons who are directors and also officers and (ii) employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or

- at or subsequent to such time that the stockholder became an interested stockholder the merger is approved by the board of directors and authorized at an annual or special meeting of stockholders by at least two-thirds of the outstanding voting stock which is not owned by the interested stockholder.

A Delaware corporation may "opt out" of these provisions with an express provision in its original certificate of incorporation or an express provision in its certificate of incorporation or amended and restated bylaws resulting from a stockholders' amendment approved by at least a majority of the outstanding voting shares. We have not opted out of these provisions. As a result, mergers or other takeover or change in control attempts of us may be discouraged or prevented.

Forum Selection Clause

The Charter provides that unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (the "Court of Chancery") (or, if the Court of Chancery does not have jurisdiction, the state or federal courts located in the State of Delaware) shall, to the fullest extent permitted by law, be the sole and exclusive forum for: (a) any derivative action brought on behalf of ChargePoint; (b) any action asserting a claim of breach of a fiduciary duty owed by any current or former director, officer, stockholder or other employee of ChargePoint to ChargePoint or to ChargePoint's stockholders; (c) any action arising pursuant to any provision of the DGCL, the Charter or our A&R Bylaws (as the foregoing may be amended, modified, supplemented and/or restated from time to time); (d) any action asserting a claim against ChargePoint or any director, officer or other employee of ChargePoint governed by the internal affairs doctrine, except for, as to each of (a) through (d) above, (i) any action as to which the Court of Chancery determines that there is an indispensable party not subject to the personal jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination) and (ii) any action asserted to enforce any liability or duty created by the Securities Act, the Exchange Act or, in each case, rules and regulations promulgated thereunder, for which there is exclusive federal or concurrent federal and state jurisdiction. In addition, unless we consent in writing to the selection of an alternative forum, the federal district courts of the United States shall, to the fullest extent permitted by law, be the sole and exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act. This provision would not apply to suits brought to enforce a duty or liability created by the Exchange Act.
Any person or entity purchasing or otherwise acquiring or holding any interest in any shares of Common Stock shall be deemed to have notice of and consented to these exclusive forum provisions and will not be deemed to have waived ChargePoint's compliance with the federal securities laws and the regulations promulgated thereunder.

Warrants

Legacy Warrants

ChargePoint had outstanding warrants issued prior to 2021 to purchase shares of our Common Stock (collectively, “Legacy Warrants”). As of January 31, 2026, the number of shares of our Common Stock subject to such Legacy Warrants are as follows:

	Outstanding Legacy Warrants			Expiration Date
	Number of Legacy Warrants		Exercise Price	
Common Stock	1,046,106	$	120.60	7/31/2030
Common Stock	678,855	$	180.80	11/16/2028
Total outstanding Legacy Warrants	1,724,961			

The number of shares purchasable upon exercise of the Legacy Warrants is subject to standard anti-dilution provisions but the aggregate exercise price payable for the total number of Legacy Warrant shares purchasable under the Legacy Warrant (as adjusted) shall remain the same.

2025 Warrants

In connection with the Exchange Transaction (as defined below), on November 14, 2025, we issued warrants to purchase an aggregate of 1,671,000 shares of our Common Stock (collectively, the “2025 Warrants”). The 2025 Warrants were exercisable immediately upon issuance and will expire on November 14, 2030. The 2025 Warrants have an exercise price of $25.00 per share and may be exercised at the election of the holder on a cash basis or through a cashless exercise. As of January 31, 2026, 2025 Warrants to purchase an aggregate of 1,671,000 shares of our Common Stock were outstanding.

The 2025 Warrants contain provisions that prohibit any given holder from exercising its 2025 Warrant to the extent that, after giving effect to such exercise, the holder (together with its affiliates and any other persons whose share ownership would be aggregated under the Exchange Act and the applicable rules promulgated thereunder) would beneficially own more than a specified ownership limit. Each holder will have the right to elect an initial beneficial ownership cap of 9.99% of our outstanding Common Stock, and such cap may be increased by the holder up to the extent permitted under NYSE listing requirements (but not above 19.99% unless stockholder approval is obtained).

The number of shares purchasable upon exercise of the 2025 Warrants is subject to standard anti-dilution provisions but the aggregate exercise price payable for the total number of 2025 Warrant shares purchasable under the 2025 Warrant (as adjusted) shall remain the same.

Convertible Securities

2028 Convertible Notes

In April 2022, we completed a private placement of $300 million aggregate principal amount of unsecured Convertible Senior PIK Toggle Notes (the “Original Convertible Notes”). On October 24, 2023, the Original Convertible Notes were amended to (1) extend the maturity date from April 1, 2027 to April 1, 2028, (2) increase the Cash Interest rate to 7.0% from 3.5% and PIK Interest rate to 8.5% from 5.0%, (3) increase the initial conversion rate to 4.1667 shares per $1,000 principal amount of the convertible notes from 2.0806 shares per $1,000 principal amount of the convertible notes, which represented a revised initial conversion price of approximately $240.00 per share (as adjusted for the Company’s one-for-twenty reverse stock split on July 28, 2025), and (4) revise the make-whole table to reflect the revised terms of the convertible notes (herein, “2028 Convertible Notes”).
Under the terms of the 2028 Convertible Notes, prior to January 1, 2027, the 2028 Convertible Notes were convertible at the option of the holders only upon the occurrence of specified events and during certain periods, and

will be convertible on or after January 1, 2027, at any time until the close of business on the second scheduled trading day immediately preceding the maturity date of the 2028 Convertible Notes.

Holders of the 2028 Convertible Notes may convert all or a portion of their 2028 Convertible Notes prior to the close of business on January 1, 2027, only under the following circumstances:

- during any calendar quarter commencing after the calendar quarter ended on September 30, 2022, if our closing Common Stock price for at least 20 trading days out of the most recent 30 consecutive trading days of the preceding calendar quarter is greater than or equal to 130% of the current conversion price of the 2028 Convertible Notes on each applicable trading day;
- during the five-business day period after any ten consecutive trading days in which the trading price per $1,000 principal amount of 2028 Convertible Notes for each trading day of such ten consecutive trading day period is less than 98% of the product of our closing Common Stock price and the conversion rate of the 2028 Convertible Notes on each such trading day;
- if we call the 2028 Convertible Notes for redemption, at any time prior to the close of business on the second business day immediately preceding the redemption date; or
- upon the occurrence of specified corporate events, including certain distributions, the occurrence of a fundamental change or a transaction resulting in the Company's Common Stock converting into other securities or property or assets.

The 2028 Convertible Notes will be redeemable, in whole or in part, at the Company's option at any time on or after April 21, 2025, and before the 41st scheduled trading day immediately before the maturity date. The redemption price will be equal to the aggregate principal amount of the 2028 Convertible Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. In addition, a holder may elect to convert its 2028 Convertible Notes during any such redemption period, in which case the applicable conversion rate may be increased in certain circumstances if the 2028 Convertible Notes are converted after they are called for redemption.

The indenture governing the 2028 Convertible Notes includes a restrictive covenant that, subject to specified exceptions, limits the ability of the Company and its subsidiaries to incur secured debt in excess of $750.0 million. In addition, the indenture governing the 2028 Convertible Notes contains customary terms and covenants, including certain events of default in which case either the trustee or the holders of at least 25% of the aggregate principal amount of the outstanding 2028 Convertible Notes may declare 100% of the principal of, and accrued and unpaid interest, if any, on, all the 2028 Convertible Notes to be due and payable immediately.

On November 14, 2025, the Company entered into a privately negotiated exchange agreement (the "Exchange Agreement") with certain holders (the "Exchanging Holders") of its outstanding 2028 Convertible Notes. Pursuant to the Exchange Agreement, the Company exchanged $328.6 million of aggregate capitalized principal amount of the 2028 Convertible Notes as more fully described in Note 6, *Debt* in Part II, Item 8 in the notes to the Company's consolidated financial statements as set forth in the Annual Report on Form 10-K (the "Exchange Transaction"). As of January 31, 2026, an aggregate of $11.3 million of capitalized principal amount of the 2028 Convertible Notes remains outstanding.

Registration Rights

Exchanging Holder Registration Rights

In connection with the Exchange Agreement, ChargePoint and the Exchanging Holders entered into a Registration Rights Agreement (the "Registration Rights Agreement") to register for resale the shares of Common Stock underlying the 2025 Warrants and shares of Common Stock issuable as Interest Shares under our 2025 Credit Agreement (collectively, the "Registrable Securities").

The Registration Rights Agreement required ChargePoint to file a registration statement under the Securities Act (the “2025 Registration Statement”) to register for resale the Registrable Securities. ChargePoint is required to use its reasonable best efforts to cause the 2025 Registration Statement to remain continuously effective pursuant to Rule 415 promulgated under the Securities Act and available for the resale of all Registrable Securities covered thereby until the earlier of (i) the date on which the Exchanging Holders shall have resold all the Registrable Securities covered thereby; and (ii) the date on which the Registrable Securities may be resold by the Exchanging Holders without registration and without regard to any volume or manner-of-sale limitations by reason of Rule 144 under the Securities Act, without the requirement for ChargePoint to be in compliance with the current public information requirement under Rule 144 under the Securities Act or any other rule of similar effect.

Holders of 2028 Convertible Notes Registration Rights

In connection with our sale in a private placement of the Original Convertible Notes in April 2022, the Company and the holders of the Original Convertible Notes (the “Noteholders”) entered into an Investment Agreement (the “Investment Agreement”) to register for resale the shares of ChargePoint Common Stock underlying the Original Convertible Notes (collectively, the “Convertible Note Shares”).
The Investment Agreement required ChargePoint to use reasonable efforts to file a “shelf” registration statement under the Securities Act (the “Notes Registration Statement”) to register for resale the Convertible Note Shares. ChargePoint is required to use its reasonable efforts to cause the Notes Registration Statement to remain effective, and to be supplemented and amended to the extent necessary to ensure that the Notes Registration Statement is available, for the resale of all Convertible Note Shares until the earliest of (i) the date all of the Convertible Note Shares have been sold pursuant to the Notes Registration Statement, (ii) the date all Convertible Note Shares otherwise cease to be registrable securities, (iii) the date on which, following the maturity date of the 2028 Convertible Notes and subject to certain other conditions, the Convertible Note Shares that remain registrable securities represent less than $25 million by value in the aggregate and (iv) one year after the maturity date of the Notes.

Listing of Securities

Our Common Stock is listed on the NYSE under the symbol “CHPT”.

Exhibit 10.23

CHARGEPOINT HOLDINGS, INC.
2026 INDUCEMENT PLAN

1. PURPOSE OF PLAN

The purpose of this ChargePoint Holdings, Inc. 2026 Inducement Plan (this "***Plan***") of ChargePoint Holdings, Inc., a Delaware corporation (the "***Company***"), is to advance the interests of the Company by providing a material inducement for the best available individuals to join the Company and its Subsidiaries as employees by affording such individuals an opportunity to acquire a proprietary interest in the Company.

2. ELIGIBILITY

The Plan will be reserved solely for awards to persons whom the Company may issue shares of common stock, par value $0.0001 per share, of the Company ("***Common Stock***") without stockholder approval pursuant to New York Stock Exchange Listing Rule 303A.08, or any successor rule relating to inducement awards (the "***Inducement Rules****")*.

3. SHARE LIMITS; GRANT OF AWARDS

The maximum number of shares of Common Stock that may be delivered pursuant to awards granted to Eligible Persons under this Plan is 300,000 shares (the "***Share Limit***"), such limit subject to adjustment as contemplated by Article 9 of the 2021 Plan.

4. EFFECTIVE DATE

This Plan is effective as of January 15, 2026, the date of its approval by the Board (the "***Effective Date***"). Unless earlier terminated by the Board, this Plan shall terminate at the close of business on the day before the tenth anniversary of the Effective Date. After the termination of this Plan either upon such stated expiration date or its earlier termination by the Board, no additional awards may be granted under this Plan, but previously granted awards (and the authority of the Committee with respect thereto, including the authority to amend such awards to the extent permitted by the Inducement Rules) shall remain outstanding in accordance with their applicable terms and conditions and the terms and conditions of this Plan.

5. OTHER TERMS

Except as expressly set forth herein, the terms of the Plan shall be identical to the terms of the 2021 Plan, and such terms are incorporated by reference into this Plan (with such non-substantive changes as are necessary to reflect their usage in this Plan instead of the 2021 Plan); provided, however, that no ISOs shall be awarded under this Plan. In the event of any conflict between the provisions in this Plan and those of the 2021 Plan, the provisions of this Plan shall govern.

6. DEFINED TERMS

6.1. "***2021 Plan***" means the ChargePoint Holdings, Inc. 2021 Equity Incentive Plan, as may be amended from time to time.

6.2. "***Eligible Person***" means persons expected to become officers and other employees of the Company and its Subsidiaries as the Committee in its sole discretion may select from time to time and who is eligible to receive an award under this Plan pursuant to the Inducement Rules.

6.3 Defined terms not defined herein shall have the meaning set forth in the 2021 Plan.

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-292117, 333-290113, 333-264884, and 333-253759) and Form S-8 (Nos. 333-286264, 333-278425, 333-271086, 333-264106 and 333-256566) of ChargePoint Holdings, Inc. of our report dated April 2, 2026 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
San Jose, California
April 2, 2026

EXHIBIT 31.1

CERTIFICATION
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Rick Wilmer, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended January 31, 2026 of ChargePoint Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

April 2, 2026

By: /s/ Rick Wilmer

Rick Wilmer
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 31.2

CERTIFICATION
PURSUANT TO RULES 13a-14(a) AND 15d-14(a)
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Mansi Khetani, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended January 31, 2026, of ChargePoint Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

April 2, 2026

By: /s/ Mansi Khetani

Mansi Khetani
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

EXHIBIT 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this annual report on Form 10-K of ChargePoint Holdings, Inc. (the “Company”) for the year ended January 31, 2026, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Rick Wilmer, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

a. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
b. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the period covered by the Report.

April 2, 2026

/s/ Rick Wilmer

By: Rick Wilmer
Chief Executive Officer
(Principal Executive Officer)

EXHIBIT 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with this annual report on Form 10-K of ChargePoint Holdings, Inc. (the “Company”) for the year ended January 31, 2026, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Mansi Khetani, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

a. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

b. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the period covered by the Report.

April 2, 2026

By: /s/ Mansi Khetani

Mansi Khetani
Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)