

**ENPHASE ENERGY, INC.****AMENDED AND RESTATED CHARTER OF THE  
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS****(AS AMENDED THROUGH JULY 27, 2023)****PURPOSE**

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Enphase Energy, Inc., a Delaware corporation (the “Company”), shall be to (i) oversee all aspects of the Company’s corporate governance functions on behalf of the Board; (ii) make recommendations to the Board regarding corporate governance issues; (iii) identify, review and evaluate candidates to serve as directors of the Company and review and evaluate incumbent directors; (iv) serve as a focal point for communication between such candidates, non-committee directors and the Company’s management; (v) recommend to the Board for selection candidates to the Board to serve as nominees for director for the annual meeting of stockholders; and (vi) make other recommendations to the Board regarding affairs relating to the directors of the Company, including director compensation.

**COMPOSITION**

The Committee shall consist of at least two (2) members of the Board. No Committee member shall be an employee of the Company and each member shall be free from any relationship that would interfere with the exercise of his or her independent judgment, as determined by the Board, in accordance with the applicable independence requirements of The Nasdaq Stock Market (“Nasdaq”), when and as required by Nasdaq. The members of the Committee and the Committee Chair shall be appointed by and shall serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board.

**AUTHORITY**

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- *Communication.* Regular and meaningful contact throughout the year with the Board, committee chairpersons, members of senior management and independent professional advisors to the Board and its various committees, as applicable, is viewed as important for strengthening the Committee’s knowledge of relevant current and prospective corporate governance issues.
- *Committee Education/Orientation.* Developing with management and participating in a process for systematic review of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company will enhance the effectiveness of the Committee.

- *Resources.* The Committee shall be authorized to access such internal and external resources as the Committee deems necessary or appropriate to fulfill its defined responsibilities, including engagement of independent counsel, consultants and other professional advisors, as well as executive search firms to help identify director candidates. The Committee shall have sole authority to approve fees, costs and other terms of engagement of such outside resources. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such executive search firm retained by the Committee. The Committee shall have the authority to perform such other functions, and shall have such powers, as may be necessary or appropriate in the efficient and lawful discharge of its responsibilities hereunder, including having full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee.
- *Authority to Form Subcommittees.* The Committee may form and delegate authority to one or more subcommittees to the extent allowed under applicable law. By delegating an issue to a subcommittee, the Committee does not surrender any authority over that issue. Although the Committee may act on any issue that has been delegated to a subcommittee, doing so will not limit or restrict future action by the subcommittee on any matters delegated to it. Any action or decision of a subcommittee will be presented to the full Committee at its next scheduled meeting, or as soon thereafter as practicable.
- *Reporting to the Board.* The Committee, through the Committee Chair shall report all material activities of the Committee to the Board from time to time, or whenever so requested by the Board.

The approval of this charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

## **RESPONSIBILITIES**

The operation of the Committee will be subject to the provisions of the Bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The Committee will have the full power and authority to carry out the following primary responsibilities or to delegate such power and authority to one or more subcommittees of the Committee:

- *Director Nominations.* The Committee has the responsibility of identifying, reviewing and evaluating candidates to serve on the Company's Board, including consideration of any potential conflicts of interest as well as applicable independence and experience requirements. The Committee shall also have the primary responsibility for reviewing, evaluating and considering the recommendation for nomination of incumbent directors for re-election to the Board, as well as monitoring the size of the Board. The Committee shall also recommend to the Board for selection candidates to the Board to serve as nominees for director for the annual meeting of stockholders, or to fill vacancies and newly created directorships. The Committee shall also have the power and authority to consider recommendations for Board nominees and proposals submitted by the Company's

stockholders and to establish any policies, requirements, criteria and procedures, including policies and procedures to facilitate stockholder communications with the Board, to recommend to the Board appropriate action on any such proposal or recommendation and to make any disclosures required by applicable law in the course of exercising its authority.

- *Board Assessment.* The Committee shall periodically review, discuss and assess the performance of the Board, including Board committees, seeking input from senior management, the full Board and others. The assessment shall include evaluation of the Board's contribution as a whole and effectiveness in serving the best interests of the Company and its stockholders, specific areas in which the Board and/or management believe contributions could be improved, and overall Board composition and makeup, including the reelection of current Board members. The factors to be considered shall include whether the directors, both individually and collectively, can and do provide the integrity, experience, judgment, commitment, skills and expertise appropriate for the Company. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by Nasdaq. The results of these reviews shall be provided to the Board for further discussion as appropriate.
- *Board Committee Nominations.* The Committee, after due consideration of the interests, independence and experience of the individual directors and the independence and experience requirements of Nasdaq, the rules and regulations of the Securities and Exchange Commission and applicable law, shall recommend to the entire Board annually the chairmanship and membership of each committee.
- *Continuing Education.* The Committee shall consider instituting a plan or program for the continuing education of directors.
- *Corporate Governance Guidelines.* The Committee shall develop a set of corporate governance guidelines to be applicable to the Company, shall annually review and assess these guidelines and their application, and shall recommend any changes deemed appropriate to the Board for its consideration. Further, the Committee shall periodically review Company policy statements to determine their adherence to the Company's Code of Conduct.
- *Procedures for Information Dissemination.* The Committee shall oversee and review the processes and procedures used by the Company to provide information to the Board and its committees. The Committee should consider, among other factors, the reporting channels through which the Board and its committees receive information and the level of access to outside advisors where necessary or appropriate, as well as the procedures for providing accurate, relevant and appropriately detailed information to the Board and its committees on a timely basis.
- *Management Succession.* The Committee shall periodically review with the Chief Executive Officer the plans for succession to the office of the Company's Chief Executive Officer and make recommendations to the Board with respect to the selection of appropriate individuals to succeed to this position.

- *Committee Self-Assessment and Charter Review.* The Committee shall review, discuss and assess its own performance at least annually. The Committee shall also review and assess the adequacy of this charter at least annually, and shall recommend any proposed changes to the Board for its consideration.
- *Stock Ownership Guidelines.* If and as the Committee determines to be necessary or appropriate, the Committee will establish and monitor stock ownership guidelines for directors and executive officers of the Company.
- *Sustainability & ESG.* The Committee shall oversee and review, discuss, and assess the Company's Sustainability & Environmental, Social and Governance (ESG) strategy, initiatives, and policies, including communications with employees, investors, and other stakeholders of the Company. The Committee shall periodically provide reports as appropriate to the Board on Sustainability & ESG matters, and at least on an annual basis.
- *General Authority.* The Committee may perform such other functions and will have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.

#### **MEETINGS AND MINUTES**

The operation of the Committee will be subject to the bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The Committee shall hold such meetings as its members deem necessary or appropriate. The Chair of the Committee, in consultation with the Committee members and members of management, will determine the frequency and length of Committee meetings and develop the Committee's agenda.

Minutes of each meeting will be kept and made available to each member of the Committee, members of the Board who are not members of the Committee and the Secretary of the Company. The Committee will report to the Board from time to time, or whenever so requested by the Board.