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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 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: 001-33480

CLEAN ENERGY FUELS CORP.

(Exact name of registrant as specified in its charter)

Delaware	**33-0968580**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

4675 MacArthur Court, Suite 800, Newport Beach, CA 92660

(Address of principal executive offices, including zip code)

(949) 437-1000

(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, $0.0001 par value per share	CLNE	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

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 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes □ No ☒

As of October 30, 2026, there were 220,496,120 shares of the registrant's common stock, par value $0.0001 per share, issued and outstanding.

CLEAN ENERGY FUELS CORP. AND SUBSIDIARIES

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Unless the context indicates otherwise, all references to "Clean Energy," the "Company," "we," "us," or "our" in this report refer to Clean Energy Fuels Corp. together with its consolidated subsidiaries.

This report contains forward-looking statements. See the cautionary note regarding these statements in Part I, Item 2.- Management's Discussion and Analysis of Financial Condition and Results of Operations of this report.

We own registered or unregistered trademark rights to Clean Energy™. Although we do not use the "®" or "™" symbol in each instance in which one of our trademarks appears in this report, this should not be construed as any indication that we will not assert our rights thereto to the fullest extent under applicable law. Any other service marks, trademarks and trade names appearing in this report are the property of their respective owners.

PART I.—FINANCIAL INFORMATION

Item 1.—Financial Statements (Unaudited)

Clean Energy Fuels Corp. and Subsidiaries

Condensed Consolidated Balance Sheets

(In thousands, except share and per share data; Unaudited)

	December 31, 2025	September 30, 2026
Assets		
Current assets:		
Cash, cash equivalents and restricted cash	$ 157,756	$ 141,816
Short-term investments	552	563
Accounts receivable, net of allowance of $2,069 and $1,600 as of December 31, 2025 and September 30, 2026, respectively	100,793	113,005
Other receivables	6,193	18,073
Inventory	43,906	41,895
Prepaid expenses and other current assets	41,139	27,207
Total current assets	350,339	342,559
Operating lease right-of-use assets	87,922	80,899
Land, property and equipment, net	324,040	300,301
Notes receivable and other long-term assets, net	22,194	18,708
Investments in other entities	262,325	293,638
Intangible assets, net	9,896	9,521
Total assets	$ 1,056,716	$ 1,045,626
Liabilities and Stockholders' Equity		
Current liabilities:		
Current portion of debt	$ 52	$ 58
Current portion of finance lease obligations	1,303	1,177
Current portion of operating lease obligations	9,095	9,786
Accounts payable	26,176	28,531
Accrued liabilities	96,106	101,608
Deferred revenue	18,423	13,883
Total current liabilities	151,155	155,043
Long-term portion of debt	226,727	216,394
Long-term portion of finance lease obligations	2,531	1,587
Long-term portion of operating lease obligations	85,920	78,500
Other long-term liabilities	25,316	28,505
Total liabilities	491,649	480,029
Commitments and contingencies (Note 17)		
Stockholders' equity:		
Preferred stock, $0.0001 par value. 1,000,000 shares authorized; no shares issued and outstanding	—	—
Common stock, $0.0001 par value. 454,000,000 shares authorized; 219,331,992 shares and 220,445,015 shares issued and outstanding as of December 31, 2025 and September 30, 2026, respectively	22	22
Additional paid-in capital	1,796,957	1,833,107
Accumulated deficit	(1,234,566)	(1,267,560)
Accumulated other comprehensive loss	(2,992)	(5,122)
Total Clean Energy Fuels Corp. stockholders' equity	559,421	560,447
Noncontrolling interests	5,646	5,150
Total stockholders' equity	565,067	565,597
Total liabilities and stockholders' equity	$ 1,056,716	$ 1,045,626

See accompanying notes to condensed consolidated financial statements.

Clean Energy Fuels Corp. and Subsidiaries

Condensed Consolidated Statements of Operations

(In thousands, except share and per share data; Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2026	2025	2026
Revenue:				
Product revenue	$ 90,895	$ 96,604	$ 268,297	$ 290,623
Service revenue	15,242	15,575	44,217	45,471
Total revenue	106,137	112,179	312,514	336,094
Operating expenses:				
Cost of sales (exclusive of depreciation and amortization shown separately below):				
Product cost of sales	69,229	58,789	202,268	196,898
Service cost of sales	9,592	12,155	26,986	35,164
Selling, general and administrative	26,270	29,706	81,187	78,842
Depreciation and amortization	14,682	10,562	86,911	32,246
Impairment of goodwill	—	—	64,328	—
Total operating expenses	119,773	111,212	461,680	343,150
Operating income (loss)	(13,636)	967	(149,166)	(7,056)
Interest expense	(7,782)	(7,920)	(23,045)	(19,126)
Interest income	2,876	1,418	8,863	4,417
Other income (expense), net	2,138	(98)	2,219	541
Income (loss) from equity method investments	(7,524)	3,782	(21,098)	(8,043)
Loss before income taxes	(23,928)	(1,851)	(182,227)	(29,267)
Income tax (expense) benefit	(75)	(77)	2,785	(223)
Net loss	(24,003)	(1,928)	(179,442)	(29,490)
Net (income) loss attributable to noncontrolling interests	184	(3,801)	416	(3,504)
Net loss attributable to Clean Energy Fuels Corp.	$ (23,819)	$ (5,729)	$ (179,026)	$ (32,994)
Net loss attributable to Clean Energy Fuels Corp. per share:				
Basic and diluted	$ (0.11)	$ (0.03)	$ (0.81)	$ (0.15)
Weighted-average common shares outstanding:				
Basic and diluted	219,290,040	220,445,015	221,103,270	220,126,195

See accompanying notes to condensed consolidated financial statements.

Clean Energy Fuels Corp. and Subsidiaries

Condensed Consolidated Statements of Comprehensive Income (Loss)

(In thousands; Unaudited)

	Clean Energy Fuels Corp. Three Months Ended September 30,		Noncontrolling Interests Three Months Ended September 30,		Total Three Months Ended September 30,	
	2025	2026	2025	2026	2025	2026
Net income (loss)	$ (23,819)	$ (5,729)	$ (184)	$ 3,801	$ (24,003)	$ (1,928)
Other comprehensive income (loss), net of tax:						
Foreign currency translation adjustments, net of $0 tax in 2025 and 2026	(633)	(257)	—	—	(633)	(257)
Reclassification of gain on extinguishment of loan receivable classified as available-for-sale securities, to earnings, net of $0 tax (Note 3)	(313)	—	—		(313)	—
Unrealized gains (losses) on available-for-sale securities, net of $0 tax in 2025 and 2026	9	(4)	—	—	9	(4)
Total other comprehensive income (loss)	(937)	(261)	—	—	(937)	(261)
Comprehensive income (loss)	$ (24,756)	$ (5,990)	$ (184)	$ 3,801	$ (24,940)	$ (2,189)

	Clean Energy Fuels Corp. Nine Months Ended September 30,		Noncontrolling Interests Nine Months Ended September 30,		Total Nine Months Ended September 30,	
	2025	2026	2025	2026	2025	2026
Net income (loss)	$ (179,026)	$ (32,994)	$ (416)	$ 3,504	$ (179,442)	$ (29,490)
Other comprehensive income (loss), net of tax:						
Foreign currency translation adjustments, net of $0 tax in 2025 and 2026	1,303	(2,130)	—	—	1,303	(2,130)
Reclassification of gain on extinguishment of loan receivable classified as available-for-sale securities, to earnings, net of $0 tax (Note 3)	(313)	—	—	—	(313)	—
Unrealized gains (losses) on available-for-sale securities, net of $0 tax in 2025 and 2026	105	—	—	—	105	—
Total other comprehensive income (loss)	1,095	(2,130)	—	—	1,095	(2,130)
Comprehensive income (loss)	$ (177,931)	$ (35,124)	$ (416)	$ 3,504	$ (178,347)	$ (31,620)

See accompanying notes to condensed consolidated financial statements.

Clean Energy Fuels Corp. and Subsidiaries

Condensed Consolidated Statements of Stockholders' Equity

(In thousands, except share data; Unaudited)

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total Stockholders' Equity
	Shares	Amount					
Balance, December 31, 2024	223,456,994	$ 22	$ 1,730,090	$ (1,012,542)	$ (4,297)	$ 6,258	$ 719,531
Issuance of common stock	506,632	—	222	—	—	—	222
Repurchase of common stock	(227,495)	—	(391)	—	—	—	(391)
Shares withheld related to net share settlement	—	—	(498)	—	—	—	(498)
Stock-based compensation	—	—	1,777	—	—	—	1,777
Stock-based sales incentive charges	—	—	17,338	—	—	—	17,338
Issuance of common stock warrants	—	—	2	—	—	—	2
Net loss	—	—	—	(134,967)	—	(64)	(135,031)
Other comprehensive income	—	—	—	—	(52)	—	(52)
Balance, March 31, 2025	223,736,131	22	1,748,540	(1,147,509)	(4,349)	6,194	602,898
Issuance of common stock	137,400	—	—	—	—	—	—
Repurchase of common stock	(4,686,323)	—	(7,547)	—			(7,547)
Stock-based compensation	—	—	2,403	—	—	—	2,403
Stock-based sales incentive charges	—	—	17,396	—	—	—	17,396
Issuance of common stock warrants	—	—	21	—	—	—	21
Net loss	—	—	—	(20,240)	—	(168)	(20,408)
Other comprehensive income	—	—	—	—	2,084	—	2,084
Balance, June 30, 2025	219,187,208	22	1,760,813	(1,167,749)	(2,265)	6,026	596,847
Issuance of common stock	106,073	—	173	—	—	—	173
Stock-based compensation	—	—	2,193	—	—	—	2,193
Stock-based sales incentive charges	—	—	16,776	—	—	—	16,776
Net loss	—	—	—	(23,819)	—	(184)	(24,003)
Other comprehensive loss	—	—	—	—	(937)	—	(937)
Balance, September 30, 2025	219,293,281	$ 22	$ 1,779,955	$ (1,191,568)	$ (3,202)	$ 5,842	$ 591,049

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Accumulated Other Comprehensive Loss	Noncontrolling Interests	Total Stockholders' Equity
	Shares	Amount					
Balance, December 31, 2025	219,331,992	$ 22	$ 1,796,957	$ (1,234,566)	$ (2,992)	$ 5,646	$ 565,067
Issuance of common stock	892,642	—	165	—	—	—	165
Shares withheld related to net share settlement	—	—	(1,210)	—	—	—	(1,210)
Stock-based compensation	—	—	2,030	—	—	—	2,030
Stock-based sales incentive charges	—	—	10,107	—	—	—	10,107
Issuance of common stock warrants	—	—	4	—	—	—	4
Net loss	—	—	—	(12,412)	—	(115)	(12,527)
Other comprehensive loss	—	—	—	—	37	—	37
Balance, March 31, 2026	220,224,634	22	1,808,053	(1,246,978)	(2,955)	5,531	563,673
Issuance of common stock	133,532	—	—	—	—	—	—
Shares withheld related to net share settlement	—	—	21	—	—	—	21
Stock-based compensation	—	—	2,252	—	—	—	2,252
Stock-based sales incentive charges	—	—	9,612	—	—	—	9,612
Issuance of common stock warrants	—	—	64	—	—	—	64
Net loss	—	—	—	(14,853)	—	(182)	(15,035)
Other comprehensive loss	—	—	—	—	(1,906)	—	(1,906)
Balance, June 30, 2026	220,358,166	22	1,820,002	(1,261,831)	(4,861)	5,349	558,681
Issuance of common stock	86,849	—	151	—	—	—	151
Shares withheld related to net share settlement	—	—	7	—	—	—	7
Stock-based compensation	—	—	2,359	—	—	—	2,359
Stock-based sales incentive charges	—	—	10,581	—	—	—	10,581
Issuance of common stock warrants	—	—	7	—	—	—	7
Net income (loss)	—	—	—	(5,729)	—	3,801	(1,928)
Distribution to noncontrolling interest	—	—	—	—	—	(4,000)	(4,000)
Other comprehensive loss	—	—	—	—	(261)	—	(261)
Balance, September 30, 2026	220,445,015	$ 22	$ 1,833,107	$ (1,267,560)	$ (5,122)	$ 5,150	$ 565,597

See accompanying notes to condensed consolidated financial statements.

Clean Energy Fuels Corp. and Subsidiaries

Condensed Consolidated Statements of Cash Flows

(In thousands; Unaudited)

	Nine Months Ended September 30,	
	2025	**2026**
Cash flows from operating activities:		
Net loss	$ (179,442)	$ (29,490)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	86,911	32,246
Provision for credit losses and inventory	3,079	3,240
Stock-based compensation expense	6,373	6,641
Stock-based sales incentive charges	51,510	30,300
Change in fair value of derivative instruments	1,420	(683)
Gain on extinguishment of loan receivable and preferred stock equity security	(2,058)	—
Amortization of debt financing costs	3,977	4,787
Amortization of discounts and Section 30C tax credit	(3,421)	(1,341)
Loss on disposal of property and equipment	2,710	238
Impairment of goodwill	64,328	—
Loss from equity method investments	21,098	8,043
Non-cash lease expense	5,873	7,034
Deferred income taxes	(2,854)	168
Accretion of ARO liabilities	304	279
Changes in operating assets and liabilities:		
Accounts and other receivables	17,057	(24,108)
Inventory	(3,707)	1,751
Prepaid expenses and other assets	(52)	15,315
Operating lease liabilities	(5,471)	(6,740)
Accounts payable	(1,439)	3,101
Deferred revenue	3,502	(4,540)
Accrued liabilities and other	2,719	10,357
Net cash provided by operating activities	72,417	56,598
Cash flows from investing activities:		
Purchases of short-term investments	(687,567)	(540,977)
Maturities and sales of short-term investments	767,538	542,579
Payment and deposits on equipment and manure rights for ADG RNG production projects	(26,411)	(1,294)
Purchases of and deposits on property and equipment	(19,067)	(18,300)
Grant proceeds for capital projects	—	800
Proceeds received for joint development and construction of station projects	3,026	3,330
Disbursements for loans receivable	(3,100)	—
Proceeds from paydowns, maturities, and sales of loans receivable	3,523	1,066
Investments in other entities	(13,008)	(40,676)
Proceeds from disposal of property and equipment	5,097	4,932
Net cash provided by (used in) investing activities	30,031	(48,540)
Cash flows from financing activities:		
Issuance of common stock	56	—
Repurchase of common stock	(7,938)	—
Payment of tax withholdings on net settlement of equity awards	(499)	(1,183)
Proceeds for Adopt-A-Port program	465	—
Repayment of proceeds for Adopt-A-Port program	(2,181)	(1,085)
Repayments of debt instruments and finance lease obligations	(871)	(16,004)
Payments of debt extinguishment costs	—	(1,387)
Distribution to noncontrolling interest	—	(4,000)
Net cash used in financing activities	(10,968)	(23,659)
Effect of exchange rates on cash, cash equivalents and restricted cash	(87)	(339)
Net increase (decrease) in cash, cash equivalents and restricted cash	91,393	(15,940)
Cash, cash equivalents and restricted cash, beginning of period	91,562	157,756
Cash, cash equivalents and restricted cash, end of period	$ 182,955	$ 141,816
Supplemental disclosure of cash flow information:		
Income taxes paid	$ 38	$ 63
Interest paid, net of $3,247 and $5,368 capitalized, respectively	$ 4,065	$ 14,352
Supplemental disclosure of non-cash financing activity:		
Interest paid-in-kind	$ (15,000)	$ —

See accompanying notes to condensed consolidated financial statements.

Clean Energy Fuels Corp. and Subsidiaries

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Note 1—General

Nature of Business

Clean Energy Fuels Corp., together with its majority and wholly owned subsidiaries (hereinafter collectively referred to as the "Company," unless the context or the use of the term indicates or requires otherwise) is engaged in the business of selling renewable and conventional natural gas as alternative fuels for vehicle fleets and related fueling solutions to its customers, primarily in the United States and Canada. The Company's principal business is supplying renewable natural gas ("RNG") and conventional natural gas, in the form of compressed natural gas ("CNG") and liquefied natural gas ("LNG"), for medium and heavy-duty vehicles and providing operation and maintenance ("O&M") services to public and private vehicle fleet customer stations. The Company is also focused on developing, owning, and operating dairy and other livestock waste RNG projects and supplying RNG (procured from third party sources and from the Company's majority owned and jointly owned RNG production facilities (see Note 3) to its customers in the heavy and medium-duty commercial transportation sector.

As a comprehensive clean energy solutions provider, the Company also designs and builds, as well as operates and maintains, public and private vehicle fueling stations in the United States and Canada; sells and services compressors and other equipment used in RNG production and at fueling stations; transports and sells RNG and conventional natural gas, in the form of CNG and LNG, via "virtual" natural gas pipelines and interconnects; sells U.S. federal, state and local government credits it generates by selling RNG in the form of CNG and LNG as a vehicle fuel, including Renewable Identification Numbers ("RIN Credits" or "RINs") under the federal Renewable Fuel Standard Phase 2 and credits under the California, Oregon, New Mexico and Washington Low Carbon Fuel Standards (collectively, "LCFS Credits"); and obtains federal, state and local tax credits, grants and incentives.

Basis of Presentation

The accompanying interim unaudited condensed consolidated financial statements include the accounts of the Company and its subsidiaries, and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary to state fairly the Company's consolidated financial position as of September 30, 2026, results of operations, comprehensive loss, and stockholders' equity for the three and nine months ended September 30, 2025 and 2026, and cash flows for the nine months ended September 30, 2025 and 2026. All intercompany accounts and transactions have been eliminated in consolidation. The results of operations for the three and nine months ended September 30, 2025 and 2026 are not necessarily indicative of the results to be expected for the year ending December 31, 2026 or for any other interim period or any future year.

Certain information and disclosures normally included in the notes to consolidated financial statements have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC"), but the resultant disclosures contained herein are in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") as they apply to interim reporting. The accompanying condensed consolidated financial statements should be read in conjunction with the consolidated financial statements as of and for the year ended December 31, 2025 that are included in the Company's Annual Report on Form 10-K filed with the SEC on February 24, 2026.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the accompanying condensed consolidated financial statements and these notes. Actual results could differ from those estimates and may result in material effects on the Company's operating results and financial position. Significant estimates made in preparing the

accompanying condensed consolidated financial statements include (but are not limited to) those related to revenue recognition, fair value measurements, goodwill and long-lived asset valuations and impairment assessments, income tax valuations, stock-based compensation expense and stock-based sales incentive charges.

Amazon Warrant

The Amazon Warrant (defined in Note 14) is accounted for as an equity instrument and measured in accordance with Accounting Standards Codification ("ASC") 718, *Compensation – Stock Compensation*. This instrument is classified in the condensed consolidated statements of operations in accordance with ASC 606, *Revenue from Contracts with Customers*, which states that for awards granted to a customer that are not in exchange for distinct goods or services, the fair value of the awards earned based on service or performance conditions is recorded as a reduction of the transaction price. To determine the fair value of the Amazon Warrant in accordance with ASC 718, the Company used the Black-Scholes option pricing model, which is based in part on assumptions that require management to use judgment. Based on the fair value of the award, the Company determines the amount of non-cash stock-based sales incentive charges on the customer's pro-rata achievement of vesting conditions, which is recorded as a reduction of revenue in the condensed consolidated statements of operations. See Note 14 for additional information.

Investment Tax Credits

On August 16, 2022, the Inflation Reduction Act (the "IRA") was signed into law and established or expanded tax incentives targeting renewable energy technologies. The investment tax credit ("ITC") under Section 48 of the Internal Revenue Code ("IRC") was expanded to include qualified biogas property and is available for the Company's RNG dairy project. These ITCs are nonrefundable federal income tax credits that are transferable under Section 6418 of the IRC. U.S. GAAP does not directly address how the transferability feature affects the accounting for the generation or sale of those credits. As such, the Company believes there are a number of acceptable approaches to account for the ITCs. The Company elected an accounting policy to account for the ITCs outside of ASC 740, *Income Taxes*, by analogy to International Accounting Standard ("IAS") 20, *Accounting for Government Grants and Disclosure of Government Assistance*. The Company records an ITC at estimated fair value when it is considered probable that the Company will receive the ITC which the Company has determined is when the RNG production facility is placed into service.

During the year ended December 31, 2025, the Company recorded an ITC asset within "Prepaid expenses and other current assets" and a corresponding amount within "Other long-term liabilities" in the accompanying condensed consolidated balance sheets at the estimated fair value of $16.6 million. During the three and nine months ended September 30, 2026, the Company recognized an additional ITC asset and deferred income amount of $5.9 million from the domestic content bonus credit, bringing the total estimated ITC to $22.5 million. The deferred income will be amortized over the estimated life of the RNG facility. For the three and nine months ended September 30, 2026, the Company recognized $0.5 million and $0.9 million, respectively, of amortization in "Other income" in the accompanying condensed consolidated statements of operations related to the ITC.

During the three and nine months ended September 30, 2026, the Company sold the ITC for gross proceeds of $23.6 million and incurred transaction costs of $1.5 million, resulting in a loss on sale of the ITC of $0.4 million, which is included in "Other income" in the accompanying condensed consolidated statements of operations.

Production Tax Credits

The IRA introduced Section 45Z of the IRC, offering clean fuel production credits ("PTC") to incentivize low-carbon fuel production beginning January 1, 2025 through December 31, 2027. On July 4, 2025, the credit was extended through December 31, 2029 under the One Big Beautiful Bill Act ("OBBBA"). Eligible producers of clean transportation fuels are eligible to qualify for up to $1 per gallon, while producers of RNG can claim an amount exceeding $1 per gallon for significant carbon intensity reductions, with the credit amount indexed annually for inflation.

The Company recognizes PTCs in accordance with IAS 20 as the RNG is produced and sold, when it is probable that the Company will comply with the provisions of the incentive and that the incentive will be earned. The Company plans to monetize the PTCs through sale of such credits to third parties, and records the PTCs at their estimated fair value based on the applicable statutory credit rate, qualifying production volumes, expected transfer price and other relevant facts and circumstances, within "Prepaid expenses and other current assets" in the accompanying condensed consolidated balance sheets, and as a reduction of "Cost of sales" in the accompanying condensed consolidated statements of operations.

During the year ended December 31, 2025, the PTC assets and related benefit recognized in earnings were immaterial.

During the three and nine months ended September 30, 2026, the Company sold PTCs for gross proceeds of $0.7 million and incurred transaction costs of $0.3 million, resulting in a loss on sale of the PTCs of $0.2 million, which is included in "Cost of sales" in the accompanying condensed consolidated statements of operations.

During the three and nine months ended September 30, 2026, the Company recognized $6.9 million and $7.7 million, respectively, of PTCs related to its consolidated RNG project, and $5.8 million of PTCs related to amounts from RNG suppliers in "Cost of sales" in the accompanying condensed consolidated statements of operations. PTCs from RNG suppliers are recorded in "Other receivables" in the accompanying condensed consolidated balance sheet.

Tourmaline Joint Development

In April 2023, the Company and Tourmaline Oil Corp. ("Tourmaline") announced a CAD $70 million Joint Development Agreement to build and operate a network of CNG stations along key highway corridors across Western Canada. Under a 50-50 shared investment, the Company and Tourmaline expect to construct and commission up to 20 CNG fueling stations by April 2028, allowing heavy-duty trucks and other commercial transportation fleets that operate in the area to transition to the use of CNG, a lower carbon alternative to gasoline and diesel. Costs associated with station construction and profit and loss arising from station operation are shared 50-50 between the Company and Tourmaline. This arrangement between the Company and Tourmaline to jointly develop, build and operate CNG fueling stations is accounted for in accordance with ASC 808, *Collaborative Arrangements*, which states that (1) costs incurred and revenue generated from transactions with third parties be separately recorded by each participant in its own financial statements, (2) the participant who is deemed to be the principal for a given transaction under ASC 606, *Revenue from Contracts with Customers*, will record the transaction on a gross basis in its financial statements, and (3) payments between participants that are within the scope of other authoritative accounting literature on income statement classification shall be accounted for using the relevant provisions of that literature. If the payments are not within the scope of other authoritative accounting literature, then the income statement classification for the payments shall be based on an analogy to authoritative accounting literature or if there is no appropriate analogy, a reasonable, rational, and consistently applied accounting policy election.

The Company determined that it is the principal for the revenue generated from third parties under this collaborative arrangement with Tourmaline in accordance with ASC 606; as such, the associated revenue and cost of sales generated and incurred are recognized on a gross basis in the condensed consolidated statements of operations. Net participation of profit and loss owed to or from Tourmaline is recorded as an increase or decrease to cost of sales, respectively, as the transaction is not deemed to be with a customer within the scope of ASC 606. Capitalized station costs are presented at half of the total development and construction costs in the condensed consolidated balance sheets, corresponding to the Company's 50% ownership in the shared assets.

Impairment of Goodwill and Long-Lived Assets

During the first quarter of 2025, it was determined that the Company had a sustained decline in its share price. This circumstance warranted an interim impairment test as it was determined that it was more likely than not that a goodwill impairment loss had been incurred.

A quantitative goodwill impairment analysis was performed as of March 31, 2025 in which it was determined that the carrying value exceeded fair value, by an amount greater than the carrying value of goodwill.

Accordingly, a goodwill impairment loss for the Company's single reporting unit was recognized in the amount of $64.3 million, in the period ended March 31, 2025, which comprised the total amount of goodwill of the Company before giving effect to the impairment.

As a result of this impairment loss, the Company has no goodwill remaining as of September 30, 2026.

Recently Adopted Accounting Pronouncements and Recently Issued Accounting Pronouncements

Recently Adopted Accounting Pronouncements

In July 2025, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("*ASU") 2025-05*, Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses for Accounts Receivable and Contract Assets, which allows for a practical expedient election to assume that current conditions as of the balance sheet date do not change for the remaining life of the asset in the development of a reasonable and supportable forecast as part of estimating expected credit losses. The new standard is effective for annual periods beginning after December 15, 2025, with early adoption permitted. The Company adopted this new ASU in the first quarter of 2026. The Company noted no material impact from the adoption of this standard on our consolidated financial statements.

Recently Issued Accounting Pronouncements

In November 2024, the FASB issued *ASU 2024-03*, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses ("ASU 2024-03"). ASU 2024-03 requires disaggregated income statement expense disclosures related to functional or natural expense line items within continuing operations. ASU 2024-03 is effective for fiscal years beginning after December 15, 2026 and interim periods within fiscal years beginning after December 15, 2027, and permits either prospective or retrospective adoption. The Company is currently evaluating the impact that the adoption of this ASU will have on its consolidated financial statements and related disclosures.

In December 2025, the FASB issued *ASU 2025-10*, Government Grants (Topic 832), to provide guidance on how business entities recognize, measure, and present government grants received. The effective date for this standard is for fiscal years beginning after December 15, 2028, and interim periods within those fiscal years. Early adoption is permitted. The amendments in this ASU may be applied using a modified prospective, modified retrospective, or retrospective approach. The Company is currently evaluating the impact that the adoption of this ASU will have on its consolidated financial statements and related disclosures.

In December 2025, the FASB issued *ASU 2025-11* to amend the guidance in "Interim Reporting" (Topic 270). The update provides clarifications intended to improve the consistency and usability of interim disclosure requirements, including a comprehensive listing of required interim disclosures and a new disclosure principle for reporting material events occurring after the most recent annual period. The amendments do not change the underlying objectives of interim reporting but are designed to enhance clarity in application. The guidance is effective for fiscal years beginning after December 15, 2027, including interim periods within those fiscal years. The Company is currently evaluating the impact that the adoption of this ASU will have on its consolidated financial statements and related disclosures.

In December 2025, the FASB issued *ASU 2025-12*, Codification Improvements, to clarify guidance, correct technical errors, remove outdated language and improve consistency across a number of topics within the ASC. The

amendments in this ASU are effective for annual reporting periods beginning after December 15, 2026, including interim reporting periods within those annual periods. Early adoption is permitted. The Company is currently evaluating the impact that the adoption of this ASU will have on its consolidated financial statements and related disclosures.

In May 2026, the FASB issued *ASU 2026-02*, Environmental Credits and Environmental Credit Obligations (Topic 818). The ASU establishes accounting and disclosure requirements for the recognition, measurement, presentation, and disclosure of environmental credits and environmental credit obligations. The guidance applies to entities that generate, purchase, receive, or otherwise hold environmental credits, as well as entities that incur obligations that may be settled using such credits. The guidance is effective for annual periods beginning after December 15, 2027, including interim periods within those annual periods, with early adoption permitted. The Company is evaluating the impact of ASU 2026-02 on the recognition, measurement, presentation and disclosure of environmental credits and related obligations. While the assessment is ongoing, the Company expects that the new guidance will affect the presentation and disclosure of environmental credits and related balances within its consolidated financial statements and related footnotes.

Note 2—Revenue from Contracts with Customers

Revenue Recognition Overview

The Company recognizes revenue when control of the promised goods or services is transferred to its customers, in an amount that reflects the consideration to which it expects to be entitled in exchange for the goods or services. To achieve that core principle, a five-step approach is applied: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenue allocated to each performance obligation when the Company satisfies the performance obligation. A performance obligation is a promise in a contract to transfer a distinct good or service to the customer, and is the unit of account for revenue recognition.

The Company is generally the principal in its customer contracts because it has control over the goods and services prior to their transfer to the customer, and as such, revenue is recognized on a gross basis. Sales and usage-based taxes are excluded from revenue. Revenue is recognized net of allowances for returns and any taxes collected from customers, which are subsequently remitted to governmental authorities. The table below presents the Company's revenue disaggregated by revenue source (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2026	2025	2026
Product revenue:				
Volume-related				
Fuel sales[1]	$ 69,860	$ 74,032	$ 214,035	$ 214,747
Change in fair value of derivative instruments[2]	(319)	314	(1,420)	683
RIN Credits[3]	8,329	11,196	22,729	31,552
LCFS Credits[4]	3,148	4,813	9,650	13,118
AFTC[5]	—	—	(28)	—
Total volume-related product revenue	81,018	90,355	244,966	260,100
Station construction sales	9,877	6,249	23,331	30,523
Total product revenue	90,895	96,604	268,297	290,623
Service revenue:				
O&M services[1] [6]	14,601	15,099	42,243	44,064
Other services	641	476	1,974	1,407
Total service revenue	15,242	15,575	44,217	45,471
Total revenue	$ 106,137	$ 112,179	$ 312,514	$ 336,094

(1) Includes non-cash stock-based sales incentive contra-revenue charges associated with the Amazon Warrant. For the three and nine months ended September 30, 2025, contra-revenue charges recognized in fuel revenue were $16.8 million and $51.5 million, respectively. For the three and nine months ended September 30, 2026, contra-revenue charges recognized in fuel sales were $7.1 million and $21.1 million, respectively, and contra-revenue charges recognized in O&M services revenue for the three and nine months ended September 30, 2026 were $3.5 million, and $9.2 million, respectively, for a total for the three and nine months ended September 30, 2026 of $10.6 million and $30.3 million, respectively, of contra-revenue charges. See Note 14 for more information.

(2) Represents changes in fair value of unsettled derivative instruments relating to the Company's customer fueling contracts associated with the Company's truck financing program. The amounts are classified as revenue because these contracts are used to economically offset the risk associated with the diesel-to-natural gas price spread resulting from customer fueling contracts under the Company's truck financing program. See Note 6 for more information about these derivative instruments.

(3) RIN Credits includes $1.4 million and $3.5 million for the three and nine months ended September 30, 2026, related to the Company's consolidated ADG RNG project ("South Fork" or "the Company's consolidated RNG project").

(4) LCFS Credits includes $0.7 million and $1.5 million for the three and nine months ended September 30, 2026, related to the Company's consolidated RNG project.

(5) Represents the federal alternative fuel excise tax credit ("AFTC"). AFTC was available for vehicle fuel sales made through December 31, 2024, at which time the program expired.

(6) This amount includes $3.7 million and $9.9 million of facility use fees for the three months and nine months ended September 30, 2026, and which were determined to be lease income under ASC 842 (refer to Note 18 – Leases).

Remaining Performance Obligations

Remaining performance obligations represent the transaction price of customer orders for which the work has not been performed. As of September 30, 2026, the aggregate amount of the transaction price allocated to remaining performance obligations was $71.4 million, which related to the Company's station construction sale contracts. The Company expects to recognize revenue on the remaining performance obligations under these contracts over the next 12 to 24 months.

For volume-related revenue, the Company has elected to apply an optional exemption, which waives the requirement to disclose the remaining performance obligation for revenue recognized through the 'right to invoice' practical expedient.

Contract Balances

The timing of revenue recognition, billings and cash collections results in billed accounts receivable, unbilled receivables (contract assets), and customer advances and deposits (contract liabilities) in the accompanying condensed consolidated balance sheets.

As of December 31, 2025 and September 30, 2026, the Company's contract balances were as follows (in thousands):

	December 31, 2025	September 30, 2026
Accounts receivable, net	$ 100,793	$ 113,005
Contract assets - current	$ 3,946	$ 6,777
Contract assets - non-current	1,548	1,249
Contract assets - total	$ 5,494	$ 8,026
Contract liabilities - current	$ 17,595	$ 12,760
Contract liabilities - non-current	—	—
Contract liabilities - total	$ 17,595	$ 12,760

Accounts Receivable, Net

"Accounts receivable, net" in the accompanying condensed consolidated balance sheets includes billed and accrued amounts that are currently due from customers. The amounts due are stated at their net estimated realizable value. The Company maintains an allowance to provide for the estimated amount of receivables that will not be collected. The allowance is based on an assessment of customer creditworthiness, historical payment experience, the age of outstanding receivables, and economic conditions that may affect a customer's ability to pay.

Contract Assets

Contract assets include unbilled amounts typically resulting from the Company's station construction sale contracts, when the cost-to-cost method of revenue recognition is utilized and revenue recognized exceeds the amount billed to the customer, and right to payment is not just subject to the passage of time. Amounts may not exceed their net realizable value. Contract assets are classified as current or noncurrent based on the timing of billings. The current portion is included in "Other receivables" and in "Prepaid expenses and other current assets" and the noncurrent portion is included in "Notes receivable and other long-term assets, net" in the accompanying condensed consolidated balance sheets.

Contract Liabilities

Contract liabilities consist of billings in excess of revenue recognized from the Company's station construction sale contracts and payments received from customers in advance of the satisfaction of performance obligations and are classified as current or noncurrent based on when the revenue is expected to be recognized. The current portion and noncurrent portion of contract liabilities are included in "Deferred revenue" and in "Other long-term liabilities," respectively, in the accompanying condensed consolidated balance sheets.

Revenue recognized in the nine months ended September 30, 2025 relating to the Company's contract liability balances as of December 31, 2024 was $4.3 million. The decrease in the contract liability balance in the nine months ended September 30, 2026 is mainly driven by revenue recognized exceeding new billings and customer advances in the nine months ended September 30, 2026, partially offset by $2.4 million of revenue recognized relating to the Company's contract liability balances as of December 31, 2025.

Note 3— Investments in Other Entities and Noncontrolling Interest in a Subsidiary

TotalEnergies Joint Venture

On March 3, 2021, the Company entered into an agreement (the "TotalEnergies JV Agreement") with TotalEnergies S.E. ("TotalEnergies") to create 50-50 joint ventures to develop anaerobic digester gas ("ADG") RNG production facilities in the United States. Pursuant to the TotalEnergies JV Agreement, each ADG RNG production facility project will be formed as a separate limited liability company ("LLC") that is owned 50-50 by the Company and

TotalEnergies, and contributions to such LLCs count toward the TotalEnergies JV Equity Obligations (as defined below). The TotalEnergies JV Agreement contemplates investing up to $400.0 million of equity in production projects, although there is no firm commitment beyond the initial contributions detailed below.

TotalEnergies and the Company each committed to initially provide $50.0 million (the "TotalEnergies JV Equity Obligations"). In October 2021, TotalEnergies and the Company executed an LLC agreement (the "DR Development Agreement") for an ADG RNG production facility project (the "DR JV").

The Company accounts for its interest in the LLC using the equity method of accounting because the Company does not control but has the ability to exercise significant influence over the LLC's operations. The Company recorded a loss of $0.1 million and income of $1.1 million from the LLC's operations in the three months ended September 30, 2025 and 2026, respectively, and a loss of $0.7 million and income of $0.6 million from the LLC's operations in the nine months ended September 30, 2025 and 2026, respectively. The Company had an investment balance of $4.9 million and $5.4 million in the LLC as of December 31, 2025 and September 30, 2026, respectively.

The following table presents the combined summarized financial information of the TotalEnergies joint venture (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2026	2025	2026
Revenue	$ 977	$ 1,365	$ 2,650	$ 3,213
Gross profit[1]	808	3,476	1,828	4,682
Operating income (loss)	(100)	2,441	(982)	1,597
Net income (loss)	$ (264)	$ 2,299	$ (1,480)	$ 1,162

	December 31, 2025	September 30, 2026
Current assets	$ 2,920	$ 5,148
Non-current assets	29,796	28,449
Total assets	$ 32,716	$ 33,597
Current liabilities	$ 3,907	$ 4,763
Non-current liabilities	19,077	17,939
Total liabilities	$ 22,984	$ 22,702

(1) Includes PTCs recorded as a reduction in cost of sales. For the three and nine months ended September 30, 2025, the PTCs recorded at the JV were $0.3 million and $0.6 million, respectively. For the three and nine months ended September 30, 2026, the PTCs recorded at the JV were $2.6 million and $3.1 million, respectively.

bp Joint Venture

On April 13, 2021, the Company entered into an agreement (the "bp JV Agreement") with BP Products North America, Inc. ("bp") that created a 50-50 joint venture (the "bpJV") to develop, own and operate new ADG RNG production facilities in the U.S.

As of September 30, 2026, the Company and bp each own 50% of the bpJV, and all of the RNG produced from projects developed and owned by the bpJV is available to the Company for sale as vehicle fuel pursuant to the Company's marketing agreement with bp. The Company accounts for its interest in the bpJV using the equity method of accounting because the Company does not control but has the ability to exercise significant influence over the bpJV's operations. The Company recorded a loss of $5.4 million and income of $3.0 million from this investment in the three months ended September 30, 2025 and 2026, respectively, and a loss of $15.2 million and $6.4 million from this investment in the nine months ended September 30, 2025 and 2026, respectively. The Company had an investment balance in the bpJV of $186.3 million and $179.9 million as of December 31, 2025 and September 30, 2026, respectively.

Combined summarized financial information of the bpJV is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2026	2025	2026
Revenue	$ 1,449	$ 6,225	$ 5,070	$ 15,001
Gross profit[1]	(4,342)	14,645	(11,244)	10,471
Operating income (loss)	(12,778)	5,186	(38,882)	(17,735)
Net income (loss)	(12,101)	6,217	(34,054)	(14,873)
Net income (loss) attributable to bpJV	$ (10,742)	$ 5,987	$ (30,408)	$ (12,842)

	December 31, 2025	September 30, 2026
Current assets	$ 61,046	$ 97,605
Non-current assets	385,681	369,862
Total assets	$ 446,727	$ 467,467
Current liabilities	$ 19,389	$ 15,275
Non-current liabilities	39,672	79,399
Total liabilities	$ 59,061	$ 94,674
Equity attributable to shareowners of bpJV	$ 372,633	$ 359,791
Equity attributable to noncontrolling interest	15,033	13,002
Total equity	$ 387,666	$ 372,793

(1) Includes PTCs recorded as a reduction in cost of sales. For the three and nine months ended September 30, 2025, the PTCs recorded at the JV were $0.7 million and $0.8 million, respectively. For the three and nine months ended September 30, 2026, the PTCs recorded at the JV were $17.2 million and $18.7 million, respectively.

Maas Energy Works, LLC Joint Development

On May 8, 2024, the Company entered into a joint development agreement (the "Maas JDA") with Maas Energy Works, LLC ("Maas"), granting the Company exclusive right to acquire, fund and participate in the development of certain ADG RNG production projects at dairy farms, subject to its due diligence. Pursuant to the Maas JDA, the Company will provide financing to fund the development, construction, operation and maintenance of approved ADG RNG production projects, and Maas will manage and oversee the development, construction, operations and maintenance of such approved projects. The Company will record all the associated income/loss in earnings until a certain rate of return is achieved and then receive 49% of the income/loss in earnings with Maas receiving 51%. The Company contemplates investing up to $132.0 million of equity capital in production projects in connection with the Maas JDA. RNG produced from projects developed and constructed in connection with the Maas JDA will be available to the Company for sale as vehicle fuel.

Pursuant to the Maas JDA, each approved ADG RNG production project will be formed as a separate, special purpose project limited liability company that will be wholly-owned by a holding company (collectively, the "Project

LLC"). The Company accounts for its interest in the Project LLC using the equity method of accounting because the Company does not control but has the ability to exercise significant influence over the Project LLC's operations.

In the year ended December 31, 2025, the Project LLC issued capital calls totaling $12.0 million, which have been contributed by the Company. In the nine months ended September 30, 2026, the Company contributed $36.0 million pursuant to capital calls issued by the Project LLC. Proceeds of the capital calls are to be used to develop and construct ADG RNG projects.

The loss from the Project LLC's operations in the three months ended September 30, 2025 and 2026 was $0.2 million and $0.1 million, respectively. The Company recorded an immaterial loss from the Project LLC's operations in the nine months ended September 30, 2025. The loss from the Project LLC's operation in the nine months ended September 30, 2026 was $0.9 million. The Company had an investment balance of $49.2 million and $88.9 million as of December 31, 2025 and September 30, 2026, respectively. Summarized financial information of the Maas Projects is as follows (in thousands):

	December 31, 2025	September 30, 2026
Current assets	$ 6,211	$ 9,348
Non-current assets	45,250	76,429
Total assets	$ 51,461	$ 85,777
Current liabilities	$ 6,882	$ 5,153
Non-current liabilities	—	—
Total liabilities	$ 6,882	$ 5,153

SAFE S.p.A.

On November 26, 2017, the Company, through its former subsidiary, IMW Industries Ltd. (formerly known as Clean Energy Compression Corp.) ("CEC"), entered into an investment agreement with Landi Renzo S.p.A. ("LR"), an alternative fuels company based in Italy. Pursuant to the investment agreement, the Company and LR agreed to combine their respective natural gas compressor fueling systems manufacturing subsidiaries, CEC and a subsidiary of LR, into a new company, SAFE&CEC S.r.l. (such combination transaction is referred to as the "CEC Combination"). At the closing of the CEC Combination on December 29, 2017, the Company owned 49% of SAFE&CEC S.r.l., and LR owned 51% of SAFE&CEC S.r.l. In December 2024, in order to effect a change in corporate form, SAFE&CEC S.r.l. was merged into its wholly owned subsidiary SAFE S.p.A., with SAFE S.p.A. as the surviving entity. Our rights and ownership in the combined entity were not impacted.

The Company accounts for its interest in SAFE S.p.A. using the equity method of accounting because the Company does not control but has the ability to exercise significant influence over SAFE S.p.A.'s operations. The Company recorded a loss of $0.8 million and $0.3 million in the three months ended September 30, 2025 and 2026, respectively and a loss of $1.5 million and $1.4 million in the nine months ended September 30, 2025 and 2026, respectively. The Company had an investment balance in SAFE S.p.A. of $18.7 million and $16.2 million as of December 31, 2025 and September 30, 2026, respectively. Summarized financial information of SAFE S.p.A. is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2026	2025	2026
Revenue	$ 27,071	$ 17,828	$ 75,801	$ 87,193
Gross profit	10,244	5,332	27,716	27,848
Operating income (loss)	2,053	(550)	3,057	820
Net income (loss)	$ 1,229	$ (527)	$ 1,425	$ (508)

	December 31, 2025	September 30, 2026
Current assets	$ 79,101	$ 53,326
Non-current assets	58,510	50,308
Total assets	$ 137,611	$ 103,634
Current liabilities	$ 76,063	$ 51,486
Non-current liabilities	11,950	5,525
Total liabilities	$ 88,013	$ 57,011

Noncontrolling interests

The Company recorded a loss attributable to the noncontrolling interest in NGAdvantage of $0.2 million and $0.2 million in the three months ended September 30, 2025 and 2026, respectively, and a loss attributable to the noncontrolling interest in NG Advantage of $0.4 million and $0.5 million in the nine months ended September 30, 2025 and 2026, respectively. The carrying value of the noncontrolling interest was $5.6 million and $5.2 million as of December 31, 2025 and September 30, 2026, respectively.

During the three and nine months ended September 30, 2026, the Company recorded $4.0 million of income allocated, and distributed, to the noncontrolling interest in the consolidated South Fork entity.

Investments in Equity Securities

Bridge to Renewables

In August 2025, Bridge to Renewables, Inc. (“BTR”) executed a stock purchase agreement with a new investor for the sale of BTR’s common stock. In exchange for its interest in BTR, the Company received a total of $4.2 million cash, with $3.7 million related to the convertible promissory note and $0.5 million related to the previously impaired investment in preferred stock. On completion of the transaction, the Company extinguished its investment and notes receivable balances with BTR. The Company holds no interest in BTR other than the indemnification holdbacks described below.

As a result of the transaction, the Company recognized a gain of $1.6 million on the convertible note, of which $0.3 million relates to accumulated other comprehensive income which was reclassified into earnings on completion of the transaction, and included in “Other Income” in the condensed consolidated statements of operations. The remainder of the gain related to a contractual term in the Convertible Promissory Note Agreement which stipulated higher payment to the Company in the event of a sale of BTR. A gain of $0.5 million was recognized on the Company’s investment in BTR preferred stock, which was fully impaired as of December 31, 2024.

There are also indemnification holdbacks of $0.6 million, which are subject to adjustment. These will be recognized as income only when contingencies are resolved and receipt is probable. No amounts have been received in the three months ended September 30, 2026. An immaterial amount was received in the nine months ended September 30, 2026.

Other Investments

On July 31, 2025, the Company invested $1.5 million to acquire 2,000,000 shares of Series A Preferred Stock of Pioneer Clean Fleet Solutions, Inc. (“Pioneer”), a privately held company focused on providing low-carbon fleet leasing and fueling solutions. The investment represents a strategic initiative to support the adoption of natural gas-powered heavy-duty engines.

The Company accounts for this investment at cost under ASC 321, *Investments—Equity Securities*, using the measurement alternative because the investment does not have a readily determinable fair value.

As of September 30, 2026, the carrying amount of the investment was $1.5 million, and no adjustments for observable price changes or impairment were recorded during the period. The amount is included in "Investments in other entities" on the consolidated balance sheets.

Note 4—Cash, Cash Equivalents and Restricted Cash

Cash, cash equivalents and restricted cash as of December 31, 2025 and September 30, 2026 consisted of the following (in thousands):

	December 31, 2025	September 30, 2026
Current assets:		
Cash and cash equivalents	$ 155,584	$ 139,592
Restricted cash - standby letter of credit	2,172	2,224
Total cash, cash equivalents and current portion of restricted cash	$ 157,756	$ 141,816

The Company considers all highly liquid investments with maturities of three months or less on the date of acquisition to be cash equivalents, except for U.S. government securities.

The Company places its cash and cash equivalents with high credit quality financial institutions. At times, such balances may be in excess of the Federal Deposit Insurance Corporation ("FDIC") and Canadian Deposit Insurance Corporation ("CDIC") limits. Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash deposits. The amounts in excess of FDIC and CDIC limits were approximately $155.8 million and $140.0 million as of December 31, 2025 and September 30, 2026, respectively.

The Company classifies restricted cash as short-term and a current asset if the cash is expected to be used in operations within a year or to acquire a current asset. Otherwise, the restricted cash is classified as long-term. The Company deposited $2.0 million, in the form of a certificate of deposit, at PlainsCapital Bank as collateral for the standby letter of credit issued to Chevron Products Company, a division of Chevron U.S.A. Inc., in connection with the Company's Adopt-A-Port program. The $ 2.2 million certificate of deposit is classified as short-term restricted cash and a current asset and is included in "Cash, cash equivalents and current portion of restricted cash" in the accompanying condensed consolidated balance sheets as of December 31, 2025 and September 30, 2026.

Note 5—Short-Term Investments

Short-term investments include available-for-sale debt securities, excluded from cash equivalents, that have maturities of one year or less on the date of acquisition and certificates of deposit. Available-for-sale debt securities are carried at fair value, inclusive of unrealized gains and losses. Unrealized gains and losses on available-for-sale debt securities are recognized in other comprehensive income (loss), net of applicable income taxes. Gains or losses on sales of available-for-sale debt securities are recognized on the specific identification basis.

The Company reviews available-for-sale debt securities for declines in fair value below their cost basis each quarter and whenever events or changes in circumstances indicate that the cost basis of an asset may not be recoverable and evaluates the current expected credit loss. This evaluation is based on a number of factors, including historical experience, market data, issuer-specific factors, economic conditions, and any changes to the credit rating of the security. As of September 30, 2026, the Company has not recorded a credit loss related to available-for-sale debt securities and believes the carrying values of its available-for-sale debt securities are properly recorded.

Short-term investments as of December 31, 2025 consisted of the following (in thousands):

	Amortized Cost	Gross Unrealized Gain	Estimated Fair Value
Certificates of deposit	552	—	552
Total short-term investments	$ 552	$ —	$ 552

Short-term investments as of September 30, 2026 consisted of the following (in thousands):

	Amortized Cost	Gross Unrealized Gain	Estimated Fair Value
Certificates of deposit	563	—	563
Total short-term investments	$ 563	$ —	$ 563

Note 6—Derivative Instruments and Hedging Activities

The Company has entered into fueling agreements with fleet operators under the Company's truck financing program. Certain of these fueling agreements contain a pricing feature indexed to diesel, which the Company determined to be an embedded derivative and is recorded at fair value at the time of execution, with the changes in fair value of the embedded derivative recognized in "Product revenue" in the accompanying condensed consolidated statements of operations. These contracts expire on various dates through March 2028.

Embedded derivatives as of December 31, 2025 consisted of the following (in thousands):

	Gross Amounts Recognized	Net Amount Presented
Assets:		
Fueling agreements:		
Prepaid expenses and other current assets	$ 466	$ 466
Notes receivable and other long-term assets, net	491	491
Total derivative assets	$ 957	$ 957

Embedded derivatives as of September 30, 2026 consisted of the following (in thousands):

	Gross Amounts Recognized	Net Amount Presented
Assets:		
Fueling agreements:		
Prepaid expenses and other current assets	$ 1,179	$ 1,179
Notes receivable and other long-term assets, net	461	461
Total derivative assets	$ 1,640	$ 1,640

Note 7—Fair Value Measurements

The Company follows the authoritative guidance for fair value measurements with respect to assets and liabilities that are measured at fair value on a recurring basis and non-recurring basis. Under the standard, fair value is defined as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants, as of the measurement date. The standard also establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs developed based on market data obtained from sources independent of the Company that market participants would use in valuing the asset or liability. Unobservable inputs are inputs that reflect the Company's assumptions about the factors market participants would use in valuing the asset or liability developed based upon the best information available in the circumstances. The hierarchy

consists of the following three levels: Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities; Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs (other than quoted prices) that are observable for the asset or liability, either directly or indirectly; and Level 3 inputs are unobservable inputs for the asset or liability. Categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The Company's U.S. government issued debt securities are classified within Level 1 because they are valued using the most recent quoted prices for identical assets in active markets. Certificates of deposit are classified within Level 2 because they are valued using the most recent quoted prices for identical assets in markets that are not active and quoted prices for similar assets in active markets.

The Company used the income approach to value its embedded derivatives in its fueling agreements under the Company's truck financing program (see Note 6). Under the income approach, the Company used a discounted cash flow ("DCF") model in which cash flows anticipated over the term of the contracts are discounted to their present value using an expected discount rate. The discount rate used for cash flows reflects the specific risks in spot and forward rates and credit valuation adjustments. This valuation approach is considered a Level 3 fair value measurement. The significant unobservable inputs used in the fair value measurement of the Company's derivative instruments are Ultra-Low Sulfur Diesel ("ULSD") forward prices and differentials from ULSD to Petroleum Administration for Defense District ("PADD") regions. Significant increases (decreases) in any of those inputs in isolation would result in a significantly (lower) higher fair value measurement. Generally, a change in the ULSD forward prices is accompanied by a directionally opposite but less extreme change in the ULSD-PADD differential.

The Company estimated the fair value of embedded derivatives in its fueling agreements under the Company's truck financing program based on the following inputs as of December 31, 2025 and September 30, 2026:

	December 31, 2025		September 30, 2026	
Significant Unobservable Inputs	**Input Range**	**Weighted Average**	**Input Range**	**Weighted Average**
ULSD Gulf Coast Forward Curve	$2.09 - $2.16	$ 2.12	$ 2.89 - $ 3.02	$ 2.95
Historical Differential to PADD 3 Diesel	$0.73 - $1.62	$ 1.15	-	$ -
Historical Differential to PADD 5 Diesel	$2.28 - $3.16	$ 2.59	$ 2.28 - $ 3.53	$ 2.64

The Company's ITCs and PTCs are recorded at fair value equal to the price that the Company expects to receive upon sale of the tax credit in an orderly transaction with a third party. The Company estimates the fair value using the expected amount of eligible credits and applies a discount for monetization to the gross value of the tax credit. As these estimates include significant unobservable inputs, the measurements are classified within Level 3 of the fair value hierarchy.

There were no transfers of assets or liabilities between Level 1, Level 2, and Level 3 of the fair value hierarchy as of December 31, 2025 or September 30, 2026.

The following tables provide information by level for assets and liabilities that are measured at fair value on a recurring basis as of December 31, 2025 and September 30, 2026 (in thousands):

	December 31, 2025	Level 1	Level 2	Level 3
Assets:				
Certificates of deposit[1]	552	—	552	—
Embedded derivatives[2]	957	—	—	957
Investment tax credit	16,564	—	—	16,564

	September 30, 2026	Level 1	Level 2	Level 3
Assets:				
Certificates of deposit[1]	563	—	563	—
Embedded derivatives[2]	1,640	—	—	1,640
Production tax credits	7,984	—	—	7,984

(1) Included in "Short-term investments" in the accompanying condensed consolidated balance sheets. See note 5 for more information.

(2) Included in "Notes receivable and other long-term assets, net" as of December 31, 2025 and September 30, 2026 in the accompanying condensed consolidated balance sheets. See Note 6 for more information.

The following table provides a reconciliation of the beginning and ending balances of items measured at fair value on a recurring basis as shown in the tables above that used significant unobservable inputs (Level 3), as well as the change in unrealized gains or losses for the periods included in earnings or other comprehensive income (loss) (in thousands):

	Assets: Embedded Derivatives	Assets: Convertible Promissory Note
Balance as of June 30, 2025	$ 1,520	$ 2,809
Settlements, net	—	(2,210)
Total (loss) gain	(319)	3
Additions	—	1,009
Equity method investment loss	—	(1,087)
Balance as of September 30, 2025	$ 1,201	$ 524
Balance as of June 30, 2026	$ 1,326	$ —
Settlements, net	—	—
Total (loss) gain	314	—
Additions	—	—
Equity method investment loss	—	—
Balance as of September 30, 2026	$ 1,640	$ —
Change in unrealized (loss) gain for the three months ended September 30, 2025 included in earnings	$ (319)	$ 313
Change in unrealized gain for the three months ended September 30, 2026 included in earnings	$ 314	$ —
Change in unrealized gain for the three months ended September 30, 2025 included in other comprehensive income gain	$ —	$ 3
Change in unrealized gain for the three months ended September 30, 2026 included in other comprehensive income (loss)	$ —	$ —

	Assets: Embedded Derivatives	Assets: Convertible Promissory Notes
Balance as of December 31, 2024	$ 2,621	$ 2,372
Settlements, net	—	(2,210)
Total (loss) gain	(1,420)	111
Additions	—	3,946
Equity method investment loss	—	(3,695)
Balance as of September 30, 2025	$ 1,201	$ 524
Balance as of December 31, 2025	$ 957	$ —
Settlements, net	—	—
Total gain	683	—
Additions	—	—
Equity method investment loss	—	—
Balance as of September 30, 2026	$ 1,640	$ —
Change in unrealized gain (loss) for the nine months ended September 30, 2025 included in earnings	$ (1,420)	$ 313
Change in unrealized gain for the nine months ended September 30, 2026 included in earnings	$ 683	$ —
Change in unrealized gain for the nine months ended September 30, 2025 included in other comprehensive income gain	$ —	$ 111
Change in unrealized gain for the nine months ended September 30, 2026 included in other comprehensive income (loss)	$ —	$ —

Other Financial Assets and Liabilities

The carrying amounts of the Company's cash, cash equivalents, receivables and payables approximate fair value due to the short-term nature of those instruments.

Debt instruments as of December 31, 2025 consisted of the following (in thousands):

	Net Carrying Amounts	Estimated Fair Value
Stonepeak Term Loan	$ 226,621	$ 208,348
Other debt	158	158
Total debt	$ 226,779	$ 208,506

Debt instruments as of September 30, 2026 consisted of the following (in thousands):

	Net Carrying Amounts	Estimated Fair Value
Stonepeak Term Loan	$ 216,332	$ 206,364
Other debt	120	120
Total debt	$ 216,452	$ 206,484

The fair values of these debt instruments were estimated using a DCF analysis based on imputed interest rates, which are Level 3 inputs. See Note 12 for more information about the Company's debt instruments.

Note 8—Other Receivables

Other receivables as of December 31, 2025 and September 30, 2026 consisted of the following (in thousands):

	December 31, 2025	September 30, 2026
Loans to customers to finance vehicle purchases	$ 88	$ 50
Production tax credits receivable from RNG suppliers	—	10,182
Accrued customer billings	3,165	5,527
Fuel tax credits	1,026	1,026
Capital lease receivables	1,020	1,202
Other	894	86
Total other receivables	$ 6,193	$ 18,073

Note 9—Inventory

Inventory consists of raw materials and spare parts, work in process and finished goods and is stated at the lower of cost (first-in, first-out) or net realizable value. The Company evaluates inventory balances for excess quantities and obsolescence by analyzing estimated demand, inventory on hand, sales levels and other information and reduces inventory balances to net realizable value for excess and obsolete inventory based on this analysis.

Inventory as of December 31, 2025 and September 30, 2026 consisted of the following (in thousands):

	December 31, 2025	September 30, 2026
Raw materials and spare parts	$ 43,906	$ 41,895
Total inventory	$ 43,906	$ 41,895

Note 10—Land, Property and Equipment

Land, property and equipment, net as of December 31, 2025 and September 30, 2026 consisted of the following (in thousands):

	December 31, 2025	September 30, 2026
Land	$ 20,536	$ 16,017
LNG liquefaction plants	96,885	96,916
Station equipment	409,877	420,688
Trailers	71,385	71,569
Other equipment	108,581	72,012
RNG production facility	72,808	72,140
Construction in progress	38,250	29,772
	818,322	779,114
Less accumulated depreciation	(494,282)	(478,813)
Total land, property and equipment, net	$ 324,040	$ 300,301

Included in "Land, property and equipment, net" are capitalized software costs of $40.4 million and $10.0 million as of December 31, 2025 and September 30, 2026, respectively. Accumulated amortization of capitalized software costs are $37.6 million and $6.7 million as of December 31, 2025 and September 30, 2026, respectively. During the three and nine months ended September 30, 2026, the Company disposed of certain fully depreciated computer hardware and capitalized software that are no longer in use.

The Company recorded amortization expense related to capitalized software costs of $0.5 million and $0.4 million in the three months ended September 30, 2025 and 2026, respectively, and $1.3 million in the nine months ended September 30, 2025 and 2026.

As of December 31, 2025 and September 30, 2026, $2.1 million and $2.2 million, respectively, are included in "Accounts payable" and "Accrued liabilities" in the accompanying condensed consolidated balance sheets, representing amounts related to purchases of property and equipment. These amounts are excluded from the accompanying condensed consolidated statements of cash flows as they are non-cash investing activities.

Fueling Station Equipment Removal

On January 20, 2025, the Company received notice from Pilot Travel Centers, LLC ("Pilot") of non-renewal of the Liquified Natural Gas Fueling Station and LNG Master Sales Agreement, dated August 2, 2010, which expired August 1, 2025, in accordance with the agreement.

In March 2025, the Company made the decision to allow the agreement to expire, and to remove the station equipment and site improvements from each of the sites.

In connection with the decision to remove the station equipment and site improvements, the Company recognized $55.7 million associated with accelerated depreciation expense and incremental Asset Retirement Obligation charges, which are included in "Depreciation and amortization" in the accompanying condensed consolidated statements of operations for the nine months ended September 30, 2025.

Note 11—Accrued Liabilities

Accrued liabilities as of December 31, 2025 and September 30, 2026 consisted of the following (in thousands):

	December 31, 2025	September 30, 2026
Accrued alternative fuels incentives[1]	$ 32,798	$ 43,047
Accrued employee benefits	5,100	4,640
Accrued gas and equipment purchases	19,240	20,190
Accrued interest	1,438	1,438
Accrued property and other taxes	6,374	6,049
Accrued salaries and wages	13,767	11,123
Asset retirement obligation (current portion)	746	—
Other[2]	16,643	15,121
Total accrued liabilities	$ 96,106	$ 101,608

(1) Includes amounts for RINs and LCFS Credits payable to third parties.

(2) No individual item in "Other" exceeds 5% of total current liabilities.

Note 12—Debt

Debt obligations as of December 31, 2025 and September 30, 2026 consisted of the following (in thousands):

	December 31, 2025		
	Principal Balance	Unamortized Debt Financing Costs	Balance, Net of Financing Costs
Stonepeak Term Loan	$ 250,000	$ 23,379	$ 226,621
Other debt	158	—	158
Total debt	250,158	23,379	226,779
Less amounts due within one year	(52)	—	(52)
Total long-term debt	$ 250,106	$ 23,379	$ 226,727

	September 30, 2026		
	Principal Balance	Unamortized Debt Financing Costs	Balance, Net of Financing Costs
Stonepeak Term Loan	$ 235,000	$ 18,668	$ 216,332
Other debt	120	—	120
Total debt	235,120	18,668	216,452
Less amounts due within one year	(58)	—	(58)
Total long-term debt	$ 235,062	$ 18,668	$ 216,394

Stonepeak Credit Agreement

On December 12, 2023 (the "Stonepeak Closing Date"), the Company entered into a senior secured first lien term loan credit agreement (as amended, supplemented or otherwise modified, the "Stonepeak Credit Agreement") with Clean Energy, a wholly-owned subsidiary of the Company, as borrower (the "Borrower"), the Company, as parent guarantor, a syndicate of lenders, including certain affiliates of Stonepeak Partners LP ("Stonepeak Partners") and Alter Domus Products Corp., as administrative agent and collateral agent. Pursuant to the Stonepeak Credit Agreement, the lenders funded a $300,000,000 senior secured term loan (the "Senior Term Loan") and provided a delayed draw term loan commitment of $100,000,000 (together, with the Senior Term Loan, the "Loan Facility"). Payments related to the Loan Facility are interest only with a balloon principal payment due on the maturity date, which is December 12, 2029. The Loan Facility bears interest at 9.50% per annum, and, during the first two years beginning from the Stonepeak Closing Date, the Borrower may elect to pay up to 75% of the interest in kind. The outstanding undrawn principal of the delayed draw term loan commitment is subject to a commitment fee of 1.00% per annum. Proceeds from the Loan Facility were or will be used to repay certain existing indebtedness of the Borrower, to finance permitted investments from time to time, to pay transaction costs related to the Stonepeak Credit Agreement, and for other general corporate purposes. In connection with the Loan Facility, the Borrower is obligated to pay other customary facility fees for credit facilities of a similar size and type.

The Borrower has the option to prepay all or any portion of the amounts owed prior to the maturity date, and the Loan Facility is subject to customary mandatory prepayments clauses. All prepayments and all other payments of the Loan Facility principal are subject to a call premium in the minimum amount that, when received by the lenders, would be sufficient to cause (1) the internal rate of return for each such lender on the Loan Facility to be not less than 11.5% and, in the case of prepayment of all loans outstanding, (2) the multiple on invested capital for each such lender to be not less than 1.40; provided, however, in the event that the Company consummates a change in control transaction, in lieu of the foregoing call premium, the Borrower is obligated to pay a change in control premium in the amount of (a) the principal amount of the loans outstanding at the time of such change in control multiplied by, if the change in control occurs on or prior to the first anniversary of the Stonepeak Closing Date, 20%, (b) the principal amount of the loans outstanding at the time of such change in control multiplied by, if the change in control occurs after the first anniversary of the Stonepeak Closing Date but on or prior to the second anniversary of the Stonepeak Closing Date, 10%, and (c) if the change in control occurs after the second anniversary of the Stonepeak Closing Date, the minimum amount that, when received by the lenders, would be sufficient to cause the internal rate of return for each such lender to be not less than 11.5%. In conjunction with the Stonepeak Credit Agreement, the Company entered into a Guarantee and Collateral Agreement (the "Security

Agreement") in favor of Alter Domus Products Corp., as collateral agent (in such capacity, the "Agent") for the ratable benefit of the lenders. Pursuant to the Security Agreement, the Company and certain of the Company's subsidiaries guaranteed the Borrower's obligation owing to the lenders and the Borrower, the Company and such subsidiary guarantors granted the Agent a security interest in substantially all of their personal property to secure the payment of all amounts owed to the lenders under the Stonepeak Credit Agreement. Certain material subsidiaries of the Company will be required to join as a party to the Security Agreement from time to time after the Stonepeak Closing Date.

The Stonepeak Credit Agreement requires the Company and the Borrower to comply with a maximum total leverage ratio, a minimum interest coverage ratio and a minimum liquidity test. In addition, the Stonepeak Credit Agreement contains customary representations and warranties and affirmative and negative covenants, including covenants that limit or restrict the Company's, the Borrower's and their subsidiaries' ability to incur liens, incur indebtedness, dispose of assets, make investments, make certain restricted payments, merge or consolidate and enter into certain speculative hedging arrangements. Additionally, the Stonepeak Credit Agreement includes a number of events of default contingency clauses, including, among other things, non-payment defaults, covenant defaults, cross-defaults to other material indebtedness, bankruptcy and insolvency defaults, material judgment defaults, and material breaches of material contracts. If any event of default occurs (subject, in certain instances, to specified grace periods), the principal, premium, if any, interest and any other monetary obligations on all the then outstanding amounts under the Loan Facility may become due and payable immediately.

Concurrent with the execution of the Stonepeak Credit Agreement, the Company issued warrants to Stonepeak CLNE-W Holdings LP ("Stonepeak"), an affiliate of Stonepeak Partners pursuant to a Warrant Agreement, dated December 12, 2023, allowing Stonepeak to purchase 10,000,000 shares of the Company's common stock at an exercise price of $5.50 and an additional 10,000,000 shares of the Company's common stock at an exercise price of $6.50 (see Note 15). In connection with the funding of the Senior Term Loan pursuant to the Stonepeak Credit Agreement, the Company recognized $39.3 million in debt discount and issuance costs, which consisted of $31.8 million of debt discount attributed to the Stonepeak Warrant (as defined below), $6.1 million of original issue discount and direct lender fees, and $1.4 million of debt issuance costs.

In accordance with the terms of the Stonepeak Credit Agreement, the Company elected to pay a portion of its interest in kind ("PIK") up to a total of $15.0 million, in increments of $5.0 million on each quarter-end of March 31, 2025, June 30, 2025 and September 30, 2025.

On December 3, 2025, the Company voluntarily prepaid $65.0 million of the $315.0 million principal amount outstanding under the Stonepeak Credit Agreement.

On September 25, 2026, the Company prepaid $15.0 million of the $250.0 million principal amount then outstanding under the Stonepeak Credit Agreement. As a result of this partial extinguishment, the Company recorded a loss on extinguishment of approximately $2.6 million consisting of (i) $1.2 million related to unamortized debt discount and debt issuance costs attributable to the repaid principal, and (ii) $1.4 million of prepayment premiums paid to the lender. The $2.6 million loss on extinguishment is included in interest expense in the condensed consolidated statements of operations for the three and nine months ended September 30, 2026.

Note 13—Net Income (Loss) Per Share

Basic net income (loss) per share is computed by dividing the net income (loss) attributable to Clean Energy Fuels Corp. by the weighted-average number of common shares outstanding and common shares issuable for little or no cash consideration during the period. Diluted net income (loss) per share is computed by dividing the net income (loss) attributable to Clean Energy Fuels Corp. by the weighted-average number of common shares outstanding and common shares issuable for little or no cash consideration during the period and potentially dilutive securities outstanding during the period, and therefore reflects the dilution from common shares that may be issued upon exercise or conversion of these potentially dilutive securities, such as stock options, warrants, convertible notes and restricted stock units. The dilutive effect of stock options and warrants is computed under the treasury stock method. The dilutive effect of convertible notes and restricted stock units is computed under the if-converted method. Potentially dilutive securities are excluded from the computations of diluted net income (loss) per share if their effect would be antidilutive.

The following table sets forth the computations of basic and diluted income (loss) per share for the three and nine months ended September 30, 2025 and 2026 (in thousands except share and per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2026	2025	2026
Net loss attributable to Clean Energy Fuels Corp.	$ (23,819)	$ (5,729)	$ (179,026)	$ (32,994)
Weighted-average common shares outstanding	219,290,040	220,445,015	221,103,270	220,126,195
Dilutive effect of potential common shares from restricted stock units, stock options and stock warrants	—	—	—	—
Weighted-average common shares outstanding - diluted	219,290,040	220,445,015	221,103,270	220,126,195
Basic and diluted loss per share	$ (0.11)	$ (0.03)	$ (0.81)	$ (0.15)

The following potentially dilutive securities have been excluded from the diluted net loss per share calculations because their effect would have been antidilutive. Although these securities were antidilutive for these periods, they could be dilutive in future periods.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2026	2025	2026
Stock options	19,395,453	18,936,667	19,395,453	18,936,667
Stonepeak warrant shares	20,050,618	20,135,085	20,050,618	20,135,085
Restricted stock units	4,361,878	6,478,198	4,361,878	6,478,198
Amazon warrant shares	58,767,714	58,767,714	58,767,714	58,767,714
Total	102,575,663	104,317,664	102,575,663	104,317,664

Note 14—Stock-Based Compensation

The following table summarizes the compensation expense and related income tax benefit related to the Company's stock-based compensation arrangements recognized in the accompanying condensed consolidated statements of operations during the three and nine months ended September 30, 2025 and 2026 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2026	2025	2026
Stock-based compensation expense, net of $0 tax in 2025 and 2026	$ 2,193	$ 2,359	$ 6,373	$ 6,641

As of September 30, 2026, there was $10.7 million of total unrecognized compensation costs related to unvested shares subject to outstanding service-based stock options and restricted stock units. Unrecognized compensation costs associated with these stock-based awards are expected to be expensed over a weighted-average period of approximately 1.8 years. As of September 30, 2026, total unrecognized compensation costs related to unvested shares subject to outstanding performance-based stock options were $3.7 million. As of September 30, 2026, total unrecognized compensation costs related to unvested shares subject to outstanding performance stock units were $1.7 million.

Amazon Warrant

On April 16, 2021, the Company entered into a Project Addendum to Fuel Pricing Agreement (the "Fuel Agreement") with Amazon Logistics, Inc., a subsidiary of Amazon.com, Inc. ("Amazon"), and a Transaction Agreement with Amazon (the "Transaction Agreement"), pursuant to which, among other things, the Company issued to Amazon.com NV Investment Holdings LLC, a subsidiary of Amazon ("Amazon Holdings"), a warrant to purchase up to an aggregate

of 53,141,755 shares (the "Warrant Shares") of the Company's common stock at an exercise price of $13.49 per share. As a result of the issuance of additional shares of common stock under the Company's at-the-market offering programs in 2021 and in accordance with the terms of the warrant, on June 14, 2021, the number of shares of the Company's common stock that may be purchased pursuant to the warrant, at an exercise price of $13.49 per share, increased by an aggregate of 5,625,959 shares (the "Additional Warrant Shares").

The Warrant Shares and the Additional Warrant Shares shall vest in multiple tranches, certain of which vested immediately upon execution of the Fuel Agreement. Subsequent tranches will vest over time based on fuel purchases by Amazon and its affiliates, and the facility use fees paid, up to a total of $500.0 million, excluding any payments attributable to "Pass Through Costs," which consist of all costs associated with the delivered cost of gas and applicable taxes determined by reference to the selling price of gallons of gas sold. The right to exercise the warrants and to receive the Warrant Shares and Additional Warrant Shares (the "Amazon Warrant") that have vested expires on April 16, 2031.

Non-cash stock-based sales incentive contra-revenue charges ("Amazon Warrant Charges") associated with the Amazon Warrant are recognized as Amazon and its affiliates purchase fuel and pay monthly facility use fees such that the related vesting conditions become probable of being achieved, based on the grant date fair value of the Amazon Warrant.

The following table summarizes the Amazon Warrant activities for the nine months ended September 30, 2026:

	Warrant Shares
Outstanding and unvested as of December 31, 2025	21,157,323
Granted	—
Vested	(3,526,224)
Outstanding and unvested as of September 30, 2026	17,631,099

3,526,224 shares of the Amazon Warrant vested in the nine months ended September 30, 2026 based on fuel purchases made by Amazon and its affiliates, and the monthly facility use fees. The Company recognized Amazon Warrant Charges of $16.8 million and $51.5 million in the three and nine months ended September 30, 2025. The Company recognized Amazon Warrant Charges of $10.6 million and $30.3 million for the three and nine months ended September 30, 2026, respectively. Of the $10.6 million Amazon Warrant Charge for the three months ended September 30, 2026, $7.1 million related to fuel sales and $3.5 million related to the facility use fee. Of the $30.3 million Amazon Warrant Charge, for the nine months ended September 30, 2026, $21.1 million related to fuel sales and $9.2 million related to the facility use fee.

Note 15—Stockholders' Equity

Authorized Shares

As of September 30, 2026, the Company is authorized to issue 455,000,000 shares, of which 454,000,000 shares of capital stock are designated common stock and 1,000,000 shares are designated preferred stock.

Share Repurchase Program

On March 12, 2020, the Company's Board of Directors approved a share repurchase program of up to $30.0 million (exclusive of fees and commissions) of the Company's outstanding common stock (the "Repurchase Program"). On December 7, 2021, the Company's Board of Directors approved an increase in the aggregate purchase amount under the Repurchase Program from $30.0 million to $50.0 million (exclusive of fees and commissions). The Repurchase Program does not have an expiration date, and it may be suspended or discontinued at any time. On March 27, 2025, the Company's Board of Directors determined to resume repurchases of shares of the Company's common stock pursuant to the Repurchase Program. As of December 31, 2025, the Company has utilized a total of $31.3 million under the Repurchase Program from its inception to repurchase 14,301,158 shares of common stock, and a total of $18.7 million of authorized funds remain available for common stock repurchase under the Repurchase Program. The Repurchase Program does not obligate the Company to acquire any specific number of shares. Repurchases under the Repurchase Program may

be effected from time to time through open market purchases, privately negotiated transactions, structured or derivative transactions, including accelerated share repurchase transactions, or other methods of acquiring shares, in each case subject to market conditions, applicable securities laws and other relevant factors. Repurchases may also be made under plans complying with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. There were 4,913,818 shares repurchased during the nine months ended September 30, 2025 for an aggregate purchase price of $7.9 million. There were no shares repurchased during the nine months ended September 30, 2026. Any share repurchases under the Repurchase Program require consent from the Company's creditor, Stonepeak Partners, to remain in compliance with covenants under the Credit Agreement. See Note 12 for details on the customary representations and warranties, and covenants associated with the Credit Agreement. The Company received consent from its creditor to purchase up to $15 million under the Repurchase Program. Any additional repurchases would require additional consent from the Company's creditor, Stonepeak Partners.

Stonepeak Warrant

In connection with the Stonepeak Credit Agreement and the related Loan Facility (see Note 12), on December 12, 2023, the Company issued warrants (the "Stonepeak Warrant") to Stonepeak, pursuant to a warrant agreement, dated December 12, 2023 (the "Warrant Agreement"), allowing Stonepeak to purchase 10,000,000 shares of the Company's common stock at an exercise price of $5.50 and an additional 10,000,000 shares of the Company's common stock at an exercise price of $6.50.

The Stonepeak Warrant vested upon the execution of the Warrant Agreement and is exercisable at any time after December 12, 2025. The Stonepeak Warrant has an 8.5 year term, and the right to exercise the warrants expires on June 15, 2032. The Stonepeak Warrant contains a "cashless exercise" feature that allows the holder(s) to exercise the warrants without a cash payment to the Company pursuant to the terms set forth in the Warrant Agreement. The number of shares of the Company's common stock for which the Stonepeak Warrant is exercisable and the associated exercise price are subject to certain customary anti-dilution and continuity adjustments as set forth in the Warrant Agreement.

As a result of the issuance and vesting of the Stonepeak Warrant, the Company recognized $42.4 million, representing the fair value of the Stonepeak Warrant, in "Additional paid-in capital" included in "Stockholders' equity." This amount was excluded from the condensed consolidated statements of cash flows because it was a non-cash financing activity. In accordance with the terms of the Warrant Agreement, due to issuance of additional shares of common stock under the Company's equity incentive plans in the nine months ended September 30, 2026, the number of shares of the Company's common stock that may be purchased pursuant to the Stonepeak Warrant increased by 76,816 shares, consisting of 38,408 shares at an exercise price of $5.50 per share and 38,408 shares at an exercise price of $6.50 per share.

The following table summarizes the Stonepeak Warrant activities for the nine months ended September 30, 2026:

	Warrant Shares
Outstanding and unexercised as of December 31, 2025	20,058,269
Granted	76,816
Exercised	—
Outstanding and unexercised as of September 30, 2026	20,135,085

Note 16—Income Taxes

The provision for income taxes for interim periods is determined using an estimate of the Company's annual effective tax rate, adjusted for discrete items, if any, that are taken into account in the relevant period. Each quarter, the Company updates the estimate of the annual effective tax rate, and if the estimated tax rate changes, a cumulative adjustment is recorded.

The Company recorded an income tax expense of $0.1 million in the three months ended September 30, 2025 and 2026. The Company recorded an income tax benefit of $2.8 million and income tax expense of $0.2 million in the

nine months ended September 30, 2025 and 2026, respectively. Income tax benefit and/or expense in each period is related to the Company's U.S. and foreign operations.

The Company's effective tax rate for the nine months ended September 30, 2026 was different from the federal statutory rate primarily due to losses for which no tax benefit has been recognized. There was no discrete tax item that impacted the effective tax rate for the period. The Company's effective tax rate for the nine months ended September 30, 2025 was impacted disproportionately by goodwill impairment of $64.3 million in the first quarter of 2025, which resulted in a discrete tax benefit of $2.9 million.

The Company increased its unrecognized tax benefits in the three months ended September 30, 2026 by $1.2 million. This increase is primarily attributable to the deductions attributed to the unvested Amazon Warrant during the three months ended September 30, 2026. The net interest incurred was immaterial for the three months ended September 30, 2025 and 2026.

On July 4, 2025, the One Big Beautiful Bill Act (the "OBBBA") was signed into law. The OBBBA makes permanent many provisions of the 2017 Tax Cuts and Jobs Act ("TCJA") and introduces new changes. The major provisions that may impact the Company include:

- 100% bonus depreciation is permanently reinstated for qualified property acquired and placed in service after January 19, 2025. Effective for property placed in service in tax years beginning after December 31, 2024, the Section 179 expense limitation is increased to $2.5 million. This limitation is reduced dollar-for-dollar by the amount the cost of qualifying property placed in service during the tax year exceeds $4.0 million.

- The Section 30C credit for alternative fuel vehicle refueling property terminates for properties placed in service after June 30, 2026.

- The Section 45Z clean fuel production credit is extended by two years through December 31, 2029; with modifications, including:

    - Prohibiting feedstocks other than those produced in the U.S., Canada or Mexico.
    - Prohibiting negative emissions rates, except in the case of transportation fuel derived from animal manure. The U.S. Treasury is directed to provide guidance on feedstocks derived from animal manure, where emission rates may be negative.
    - Requiring that greenhouse gas emissions be adjusted to exclude emissions attributable to indirect land use change and establishing distinct emission rates for renewable natural gas produced from animal manure for each feedstock type.

These changes are effective for tax years beginning after December 31, 2025.

On September 8, 2026, the IRS issued Notice 2026-53, providing guidance on emissions rates used to calculate the Section 45Z clean fuel production credit. For qualifying transportation fuel derived from dairy manure, the guidance implements the statutory exception permitting negative emissions rates and establishes a methodology reflecting farm-specific historical manure-management practices. The negative emissions rates are expected to increase the 45Z credits that can be claimed by RNG project entities in which the Company has an interest for the years from 2026 to 2029.

Refer to Note 1 for details of the ITC and PTC sales and activity during the three and nine months ended September 30, 2025 and 2026.

Note 17—Commitments and Contingencies

Environmental Matters

The Company is subject to federal, state, local and foreign environmental laws and regulations. The Company does not anticipate any expenditures to comply with such laws and regulations that would have a material effect on the Company's consolidated financial position, results of operations or liquidity. The Company believes that its operations comply, in all material respects, with applicable federal, state, local and foreign environmental laws and regulations.

Litigation, Claims and Contingencies

The Company may become party to various legal actions that arise in the ordinary course of its business. The Company is also subject to audit by tax and other authorities for varying periods in various federal, state, local and foreign jurisdictions, and disputes may arise during the course of these audits. It is impossible to determine the ultimate liabilities that the Company may incur resulting from any of these lawsuits, claims, proceedings, audits, commitments, contingencies and related matters or the timing of these liabilities, if any. If these matters were to ultimately be resolved unfavorably, it is possible that such an outcome could have a material adverse effect upon the Company's consolidated financial position, results of operations, or liquidity. The Company does not, however, anticipate such an outcome and believes the ultimate resolution of these matters will not have a material adverse effect on the Company's consolidated financial position, results of operations, or liquidity.

Long-Term Take-or-Pay Natural Gas Purchase Contracts

The Company enters into quarterly fixed price natural gas purchase contracts with take-or-pay commitments. As of December 31, 2025, the fixed commitments under these contracts totaled approximately $8.7 million for the year ending December 31, 2026. The Company entered into additional fixed commitment contracts during the three and nine months ended September 30, 2026. The fixed commitments under these additional contracts totaled $2.8 million, through December 2027.

Tax Credits Guaranty

In connection with the September 2026 sale of the ITC by the South Fork project, and the PTCs by the South Fork project, the TotalEnergies JV, and the bpJV, the Company provided guaranties in favor of the purchaser and agreed to indemnify the purchaser for losses or recaptures of the ITC or PTCs during the applicable compliance periods. There have been no credit recaptures as of September 30, 2026 and the Company believes that the likelihood of a required payment under the indemnifications is remote.

Further, the ITC sold is subject to recapture through the fifth (5th) anniversary of the date the facility was placed in service, through October 2030 for which the Company has obtained a tax credit insurance policy.

Note 18—Leases

Facility Use Fee (Lease Income)

During the nine months ended September 30, 2026, the Company entered into an arrangement with a customer that provides the customer with exclusive use of designated portions of Company-operated fueling station facilities, on land leased by the Company ("Dedicated Stations"). The arrangement with the customer was determined to contain a lease under ASC 842 and is accounted for as an operating lease. The Company has elected the lessor practical expedient under ASC 842 to not separate nonlease components from the associated lease component. Under this election, the monthly Facility Use Fees, comprising the right to use the Dedicated Station infrastructure (lease component) and the related station operation and maintenance services (nonlease component) are accounted for together as a single operating lease component under ASC 842, as the lease component is the predominant element of the combined component.

The Company receives a fixed monthly facility use fee per station in consideration for making the Dedicated Stations available to the customer. Operating lease income from facility use fees is recognized on a straight-line basis over the lease term.

Total operating lease income recognized for the three and nine months ended September 30, 2026 was $3.7 million and $9.9 million, respectively, and related contra-revenue charges for the three and nine months ended September 30, 2026 were $3.5 million and $9.2 million, respectively (refer to Note 14 – Stock-Based Compensation).

No material variable lease income was recognized during the period in relation to the arrangement.

No selling profit or loss was recognized at lease commencement, and no station facilities were transferred to the customer during the period.

Lessor Accounting

The Company leases fueling station equipment to customers pursuant to agreements that contain an option to extend and an end-of-term purchase option. Receivables from these leases are accounted for as finance leases, specifically sales-type leases, and are included in "Other receivables" and "Notes receivable and other long-term assets, net" in the accompanying condensed consolidated balance sheets.

The Company recognizes the net investment in the lease as the sum of the lease receivable and the unguaranteed residual value, both of which are measured at the present value using the interest rate implicit in the lease.

During both the three months ended September 30, 2025 and 2026, the Company recognized $0.1 million in "Interest income" on its lease receivables. During both the nine months ended September 30, 2025 and 2026, the Company recognized $0.3 million in "Interest income" on its lease receivables.

The following schedule represents the Company's maturities of lease receivables as of September 30, 2026 (in thousands):

Fiscal Year:		
Remainder of 2026	$	355
2027		1,474
2028		758
2029		587
2030		242
Thereafter		—
Total minimum lease payments		3,416
Less amount representing interest		(516)
Present value of lease receivables	$	2,900

Note 19—Related Party Transactions

TotalEnergies S.E.

In the three and nine months ended September 30, 2025 and 2026, no revenue from TotalEnergies was recognized. Outstanding receivables due from TotalEnergies were immaterial as of December 31, 2025 and September 30, 2026.

In the three and nine months ended September 30, 2025, the Company paid TotalEnergies $0.3 million and $0.7 million, respectively, for expenses incurred in the ordinary course of business. In the three and nine months ended September 30, 2026, the Company paid TotalEnergies $0.3 million and $0.8 million, respectively, for expenses incurred in the ordinary course of business. Outstanding payables due to TotalEnergies were immaterial as of December 31, 2025 and September 30, 2026.

SAFE S.p.A.

Cash receipts from SAFE S.p.A. were immaterial in the three and nine months ended September 30, 2025 and 2026. Outstanding receivables due from SAFE S.p.A. were immaterial as of December 31, 2025 and September 30, 2026.

In the three and nine months ended September 30, 2025, the Company paid SAFE S.p.A. $1.3 million and $2.1 million, respectively, for parts and equipment in the ordinary course of business. In the three and nine months ended September 30, 2026, the Company paid SAFE S.p.A. $0.7 million and $3.5 million, respectively, for parts and equipment in the ordinary course of business. As of December 31, 2025 and September 30, 2026, the Company had payables due to SAFE S.p.A. of $0.5 million and $0.5 million, respectively.

TotalEnergies Joint Venture(s) and bpJV

Pursuant to the contractual agreements of the TotalEnergies joint venture and bpJV, the Company manages day-to-day operations of RNG projects in the joint ventures in exchange for an O&M fee and management fee. In the three and nine months ended September 30, 2025, the Company recognized total management fee and O&M revenue of $0.9 million and $2.5 million, respectively. In the three and nine months ended September 30, 2026, the Company recognized total management fee and O&M revenue of $1.0 million and $3.1 million, respectively. As of December 31, 2025 and September 30, 2026, the Company had management and O&M fee receivables due from the joint ventures with TotalEnergies and bp of $1.7 million and $2.7 million, respectively.

In the three and nine months ended September 30, 2025, the Company paid $0.1 million on behalf of the joint ventures for expenses incurred in the ordinary course of business, respectively. In the three and nine months ended September 30, 2026, the Company paid $0.3 million and $1.2 million on behalf of the joint ventures for expenses incurred in the ordinary course of business, respectively. As of December 31, 2025 and September 30, 2026, outstanding receivables due from the joint ventures with TotalEnergies and bp were $0.3 million and $0.6 million, respectively, representing outstanding unreimbursed expenses that the Company paid on behalf of the joint ventures.

In the three and nine months ended September 30, 2025, the Company received $1.0 million and $2.6 million, respectively, from the joint ventures with TotalEnergies and bp for management and O&M fees and reimbursement of expenses incurred in the ordinary course of business. In the three and nine months ended September 30, 2026, the Company received $3.5 million and $4.0 million, respectively, from the joint ventures with TotalEnergies and bp for management and O&M fees and reimbursement of expenses incurred in the ordinary course of business. In the three and nine months ended September 30, 2025, the Company paid $0.9 million and $2.8 million, respectively, to the joint ventures with TotalEnergies and bp, relating to environmental credits pursuant to the contractual agreements of the TotalEnergies joint venture and bpJV. In the three and nine months ended September 30, 2026, the Company paid $1.2 million and $3.0 million, respectively, to the joint ventures with TotalEnergies and bp, relating to environmental credits pursuant to the contractual agreements of the TotalEnergies joint venture and bpJV. As of December 31, 2025 and September 30, 2026, the Company had payables due to the joint ventures with TotalEnergies and bp of $0.4 million and $0.9 million, respectively, relating to sharing of environmental credits pursuant to the contractual agreements of the TotalEnergies joint venture(s) and bpJV.

On June 30, 2025, the Company entered into a Guaranty Agreement in favor of the buyer of ITC credits sold by the bpJV on June 30, 2025. Pursuant to the Guaranty Agreement, the maximum potential future exposure to the Company is $38.3 million in the event of a tax credit loss incurred by the buyer. The Guaranty Agreement is expected to end in January 2030. The Company received a fee of $0.7 million in the nine months ended September 30, 2025 from the bpJV in connection with Guaranty Agreement.

Rimere

In the three and nine months ended September 30, 2025, the Company provided $0.7 million and $3.1 million, respectively, to Rimere in connection with its loan commitments.

In the three and nine months ended September 30, 2025, the Company recognized management fee revenue from Rimere of $0.2 million and $0.5 million, respectively.

In December 2025, the loan commitments were terminated in connection with the transfer of ownership of the Company's equity method investment. As such there were no related party transactions with Rimere in the nine months ended September 30, 2026. There were no balances with Rimere on December 31, 2025 or September 30, 2026.

Board Member Consulting Agreement

During the three and nine months ended September 30, 2026, the Company paid $0.3 million and $0.5 million of consulting fees to a non-employee Board Member, respectively. As of September 30, 2026, there were no outstanding amounts payable for the consulting services.

Note 20—Reportable Segments and Geographic Information

The Company operates as one reportable segment. The Company's chief operating decision maker ("CODM") is its Chief Executive Officer, who reviews financial information presented on a consolidated basis.

The CODM uses profitability metrics, including net income/(loss) to evaluate financial performance, as well as cost of sales and selling, general and administrative expenses (excluding stock compensation) in the achievement towards the Company's strategy, and to make key operating decisions such as the determination of the markets in which the Company seeks to make capital investments and the allocation of budget between cost of sales, and selling, general and administrative expenses.

The following table presents selected financial information with respect to the Company's single reportable segment for the three and nine months ended September 30, 2025 and 2026. As the Company's single reportable segment represents the consolidated entity, amounts are traceable to the Company's condensed consolidated statements of operations.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2026	2025	2026
Revenue:				
Total revenue[1]	$ 106,137	$ 112,179	$ 312,514	$ 336,094
Cost of Sales (excluding depreciation)[2]:				
Commodity product cost of sales	33,659	37,613	105,254	107,387
Other product cost of sales	35,570	21,176	97,014	89,511
Product cost of sales	69,229	58,789	202,268	196,898
Service cost of sales	9,592	12,155	26,986	35,164
Operating expenses:				
Selling, general and administrative, excluding stock compensation	24,077	27,347	74,814	72,201
Stock compensation	2,193	2,359	6,373	6,641
Selling, general and administrative	26,270	29,706	81,187	78,842
Depreciation and amortization	14,682	10,562	86,911	32,246
Impairment of goodwill	—	—	64,328	—
Interest[3]	(4,906)	(6,502)	(14,182)	(14,709)
Other income, net	2,138	(98)	2,219	541
Loss from equity method investments	(7,524)	3,782	(21,098)	(8,043)
Loss before income taxes	(23,928)	(1,851)	(182,227)	(29,267)
Income tax (expense) benefit	(75)	(77)	2,785	(223)
Net loss	(24,003)	(1,928)	(179,442)	(29,490)
Loss attributable to noncontrolling interest	184	(3,801)	416	(3,504)
Net loss attributable to Clean Energy Fuels Corp.	$ (23,819)	$ (5,729)	$ (179,026)	$ (32,994)

(1) The CODM is provided revenue information disaggregated by product and service type in exactly the same manner as provided in Note 2 - Revenue from Contracts with Customers, Disaggregation of Revenue.

(2) Costs of sales provided to the CODM are displayed here. Commodity cost of sales represents costs associated with natural gas and its transportation, and is included in the product cost of sales financial statement caption on the condensed consolidated statements of operations. Total product cost of sales and service cost of sales reconcile to the amounts under the corresponding caption in the condensed consolidated statements of operations.

(3) Interest is computed as the net of interest income and interest expense. Refer to the condensed consolidated statements of operations.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2026	2025	2026
Interest expense	$ (7,782)	$ (7,920)	$ (23,045)	$ (19,126)
Interest income	2,876	1,418	8,863	4,417
	$ (4,906)	$ (6,502)	$ (14,182)	$ (14,709)

The Company's revenue and long-lived tangible assets, including the Company's operating lease assets recognized on the condensed consolidated balance sheets were located as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2025	2026	2025	2026
Revenue:				
United States	$ 104,586	$ 110,369	$ 308,669	$ 329,574
Canada	1,551	1,810	3,845	6,520
Total revenue	$ 106,137	$ 112,179	$ 312,514	$ 336,094

	Year Ended December 31, 2025	Nine Months Ended September 30, 2026
Long-lived assets:		
United States	$ 582,414	$ 586,787
Canada	13,847	16,673
Total long-lived assets	$ 596,261	$ 603,460

Note 21—Revenue Concentration

During the three and nine months ended September 30, 2025, one customer accounted for 10% of the Company's total revenue in each period. During the three and nine months ended September 30, 2026, there were no customers that accounted for more than 10% of the Company's total revenue.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following Management's Discussion and Analysis of Financial Condition and Results of Operations (this discussion, as well as discussions under the same heading in our other periodic reports, are referred to as the "MD&A") should be read together with our unaudited condensed consolidated financial statements and the related notes included in this report, and all cross references to notes included in this MD&A refer to the identified note in such condensed consolidated financial statements. For additional context with which to understand our financial condition and results of operations, refer to the MD&A included in our Annual Report on Form 10-K for our fiscal year ended December 31, 2025, which was filed with the Securities and Exchange Commission ("SEC") on February 24, 2026, as well as the audited consolidated financial statements and notes included therein (collectively, our "2025 Form 10-K").

Cautionary Note Regarding Forward-Looking Statements

This MD&A and the other disclosures in this report contain 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"). Forward-looking statements are statements other than historical facts. These statements relate to future events or circumstances or our future performance, and they are based on our current assumptions, expectations and beliefs concerning future developments and their potential effect on our business. In some cases, you can identify forward-looking statements by the following words: "if," "may," "might," "shall," "will," "can," "could," "would," "should," "expect," "intend," "plan," "goal," "objective," "initiative," "anticipate," "believe," "estimate," "predict," "project," "forecast," "potential," "continue," "ongoing" or the negative of these terms or other comparable terminology, although the absence of these words does not mean that a statement is not forward-looking. The forward-looking statements we make in this report include statements about, among other things, our future financial and operating performance, our growth strategies and operational plans, including expectations regarding our delivery and sales of RNG and Environmental Credits (each as defined below) and production at our RNG projects, and anticipated trends in our industry and our business.

The preceding list is not intended to be an exhaustive list of all of the topics addressed by our forward-looking statements. Although the forward-looking statements we make reflect our good faith judgment based on available information, they are only predictions of future events and conditions. Accordingly, our forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Factors that might cause or contribute to such differences include, among others, those discussed under "Risk Factors" in Part II, Item 1A of this report, as such factors may be amended, supplemented or superseded from time to time by other reports we file with the SEC. In addition, we operate in a competitive and rapidly evolving industry in which new risks emerge from time to time, and it is not possible for us to predict all of the risks we may face. Nor can we assess the impact of all factors on our business or the extent to which any factor or combination of factors could cause actual results to differ from our expectations. As a result of these and other potential risks and uncertainties, our forward-looking statements should not be relied on or viewed as guarantees of future events or conditions.

All of our forward-looking statements in this report are made only as of the date of this report and, except as required by law, we undertake no obligation to update publicly any forward-looking statements for any reason, including to conform these statements to actual results or to changes in our expectations. You should, however, review the factors and risks we describe in the reports we will file from time to time with the SEC for the most recent information about our forward-looking statements and the risks and uncertainties related to these statements. We qualify all of our forward-looking statements by this cautionary note.

Overview

We are North America's leading provider of the cleanest fuel for the transportation market, based on the number of stations operated and the amount of gasoline gallon equivalents ("GGEs") of renewable natural gas ("RNG") and conventional natural gas sold. We calculate one GGE to equal 125,000 British Thermal Units ("BTUs") and, as such, one million BTUs ("MMBTU") equals eight GGEs. Through our sales of RNG, which is derived from biogenic methane produced by the breakdown of organic waste, we help thousands of vehicles, from airport shuttles to city buses to waste and heavy-duty trucks, reduce their amount of climate-harming greenhouse gases ("GHG") from 60% to over 400% based on determinations by the California Air Resources Board ("CARB"), depending on the source of the RNG, while also reducing criteria pollutants such as Nitrogen Oxides, or NOx. RNG is either delivered as compressed natural gas ("CNG") or liquefied natural gas ("LNG").

As a clean energy solutions provider, we supply RNG (sourced from third party sources and from our anaerobic digester gas ("ADG") RNG joint venture projects with TotalEnergies S.E. and BP Products North America, Inc. ("bp") (see Note 3 - Investments in Other Entities and Noncontrolling Interest in a Subsidiary in Part I, Item 1 of this report) and conventional natural gas (sourced from third party suppliers), in the form of CNG and LNG, for medium and heavy-duty vehicles; design and build, as well as operate and maintain ("O&M"), public and private vehicle fueling stations in the United States ("U.S.") and Canada; develop and own dairy ADG RNG production facilities; sell and service compressors and other equipment used in RNG production and at fueling stations; transport and sell RNG and conventional natural gas via "virtual" natural gas pipelines and interconnects; sell U.S. federal, state and local government credits (collectively, "Environmental Credits") we generate by selling RNG as a vehicle fuel, including Renewable Identification Numbers ("RIN Credits" or "RINs") under the federal Renewable Fuel Standard Phase 2 and credits under the California, Oregon, New Mexico and Washington Low Carbon Fuel Standards (collectively, "LCFS Credits"), and Section 45Z clean fuel production credits ("PTC"); and obtain federal, state and local tax credits, grants and incentives.

At present, we see the best use of RNG as a replacement for fossil-based fuel in the transportation sector. We believe the most attractive market for RNG is U.S. heavy-duty Class 8 trucking and, based on information from the American Trucking Association and our own internal estimates, we believe there are approximately 4.1 million Class 8 heavy-duty trucks operating in the U.S. that use over 40 billion gallons of fuel per year. As of September 30, 2026, we deliver RNG to the transportation market through over 570 fueling stations we own, operate or supply in 43 states and the District of Columbia in the U.S., including over 200 stations in California. We also own, operate, or supply 30 fueling stations in Canada as of September 30, 2026.

Critically, to generate the valuable Environmental Credits, RNG must be placed in vehicle fuel tanks. We believe our stations and customer relationships allow us to deliver substantially more RNG to vehicle operators than any other participant in the market – we calculate that we have access to more fueling stations and vehicle fleets than all our competitors combined. As of September 30, 2026, we served over 900 fleet customers operating over 50,000 vehicles on our fuels.

Over the longer term, we remain committed to RNG, which we believe is a viable, scalable clean fuel solution for medium- and heavy-duty transportation. At the same time, we continue to monitor the development and adoption of alternative use cases and technologies, including hydrogen-powered and electric vehicles, and we evaluate how our existing assets and capabilities may support these solutions where economically viable. For example, we believe RNG may be used as a feedstock to generate electricity that could support electric vehicle charging and other applications. While RNG remains central to our long-term strategy, we believe our platform provides flexibility to support a range of lower-carbon transportation solutions as market conditions, customer preferences, and technology evolve.

Impact of Tariffs, Inflation, and Interest Rates

We continue to monitor changes in the U.S. Government's trade policy, including the tariffs announced by the U.S. Government in the current year. Trade restrictions and increases in tariffs did not have a significant effect on our business, financial condition, results of operations, or liquidity during the third quarter of 2026. The Company does not directly import products from regions subject to significant tariff increases, however we do not know whether, or the extent to which tariffs may impact our customers, which include fleet owners and operators across all heavy-duty trucking sectors. In addition, tariffs may increase the risk of elevated inflation, which may increase our input costs. The nature of such trade restrictions and tariffs remains unclear.

In recent periods, we have experienced increases in commodity and supply chain costs due to inflationary pressures. The future duration and extent of these pressures and effects are difficult to predict. Although we have partially offset these increased costs through price increases for our products and services, our efforts to manage the current inflationary pressure and to recover inflation-based cost increases from our customers may be hampered by the structure of our contracts as well as the competitive and economic conditions of the markets in which we serve. For more information, see "Risk Factors" in Part II, Item 1A of this report.

As of September 30, 2026, the majority of our debt outstanding represents a long-term loan bearing a fixed rate of interest. Changes in market interest rates do not affect the interest expense incurred from this outstanding long-term debt instrument. However, changes in market interest rates may affect the interest rate and corresponding interest expense on any new issuance of short-term and long-term debt securities.

Performance Overview

This performance overview discusses matters on which our management focuses in evaluating our financial condition and our operating results.

Sources of Revenue

The following table presents our sources of revenue:

	Three Months Ended September 30,		Nine Months Ended September 30,	
Revenue (in millions)	**2025**	**2026**	**2025**	**2026**
Product revenue[1]:				
Volume-related[2]				
Fuel sales[3]	$ 69.9	$ 74.0	$ 214.0	$ 214.7
Change in fair value of derivative instruments[4]	(0.3)	0.3	(1.4)	0.7
RIN Credits[5]	8.3	11.2	22.7	31.6
LCFS Credits[6]	3.1	4.8	9.7	13.1
Total volume-related product revenue	81.0	90.4	245.0	260.1
Station construction sales	9.9	6.2	23.3	30.5
Total product revenue	90.9	96.6	268.3	290.6
Service revenue [3][7]:				
O&M services[8]	14.6	15.1	42.2	44.1
Other services	0.6	0.5	2.0	1.4
Total service revenue	15.2	15.6	44.2	45.5
Total revenue	$ 106.1	$ 112.2	$ 312.5	$ 336.1

(1) A discussion of product revenue is included below under "Results of Operations."

(2) Our volume-related product revenue primarily consists of sales of RNG and conventional natural gas, in the form of CNG and LNG, and sales of RINs and LCFS Credits in addition to changes in fair value of our derivative instruments. More information about our GGEs of fuel sold in the periods is included below under "Key Operating Data," and more information about our derivative instruments, which consist of commodity swap and customer fueling contracts, is included in Note 6 – Derivative Instruments and Hedging Activities.

(3) Includes $16.8 million and $51.5 million of non-cash stock-based sales incentive contra-revenue charges related to the Amazon Warrant for the three and nine months ended September 30, 2025, respectively. Includes $10.6 million, with $7.1 million related to fuel sales and $3.5 million related to facility use fee, and $30.3 million, with $21.1 million related to fuel sales and $9.2 million related to facility use fee - of non-cash stock-based sales incentive contra-revenue charges related to the Amazon Warrant (as defined in Note 14) for the three and nine months ended September 30, 2026, respectively.

(4) The change in fair value of unsettled derivative instruments is related to the Company's customer fueling contracts. The amounts are classified as revenue because these contracts are used to economically offset the risk associated with the diesel-to-natural gas price spread resulting from customer fueling contracts under the Company's truck financing program.

(5) RIN Credits includes $1.4 million and $3.5 million for the three and nine months ended September 30, 2026, related to the Company's consolidated RNG project.

(6) LCFS Credits includes $0.7 million and $1.5 million for the three and nine months ended September 30, 2026, related to the Company's consolidated RNG project.

(7) O&M services revenue includes revenues earned from providing operating and maintenance services on natural gas fueling stations owned by our customers for fixed fees or per gallon fees based on the volume of fuel dispensed at the customer station. If we provide the fuel in addition to the O&M services, we include the revenues associated with providing the fuel in volume-related product revenue.

(8) This amount includes $3.7 million and $9.9 million of facility use fees for the three months and nine months ended September 30, 2026, and which were determined to be lease income under ASC 842 (refer to Note 18 – Leases).

Key Operating Data

In evaluating our operating performance, we focus primarily on: (1) the amount of total fuel volume we sell to our customers with particular focus on RNG volume as a subset of total fuel volume, (2) our station construction cost of sales, and (3) net income (loss) attributable to us. The following tables present our key operating data for the years ended December 31, 2023, 2024 and 2025 and for the three and nine months ended September 30, 2025, and 2026.

Fuel volume, GGEs[1] sold (in millions), correlating to total volume-related product revenue	Year Ended December 31,			Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2024	2025	2025	2026	2025	2026
RNG[5]	225.7	236.7	237.4	61.3	66.8	173.2	197.4
Conventional natural gas	62.5	60.8	62.7	15.3	18.3	46.3	54.2
Total fuel volume	288.2	297.5	300.1	76.6	85.1	219.5	251.6

Other operating data (in millions)	Year Ended December 31,			Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2024	2025	2025	2026	2025	2026
Station construction cost of sales	$ 24.4	$ 24.4	$ 28.8	$ 8.7	$ 5.4	$ 19.8	$ 26.4
Net loss attributable to Clean Energy Fuels Corp. [2] [3] [4]	$ (99.5)	$ (83.1)	$ (222.0)	$ (23.8)	$ (5.7)	$ (179.0)	$ (33.0)

(1) GGEs are calculated based on the conversion rate of one MMBTU equaling eight GGEs.

(2) Includes $20.9 million, $23.8 million and $0.2 million of the federal alternative fuel tax credit ("AFTC") revenue for the years ended December 31, 2023, 2024 and 2025, respectively, and none for the three and nine months ended September 30, 2025, 2026 as AFTC expired on December 31, 2024.

(3) Includes $60.6 million, $60.8 million and $66.1 million of non-cash stock-based sales incentive contra-revenue charges relating to the Amazon Warrant for the years ended December 31, 2023, 2024 and 2025, respectively, and $16.8 million and $51.5 million for the three and nine months ended September 30, 2025, respectively, and $10.6 million and $30.3 million for the three and nine months ended September 30, 2026, respectively.

(4) Includes an unrealized gain (loss) from the change in fair value of customer fueling contracts of $(0.2) million, $(0.1) million and $(1.7) million for the years ended December 31, 2023, 2024 and 2025, and $(0.3) million and $0.3 million for the three months ended September 30, 2025 and 2026, respectively, and $(1.4) million and $0.7 million for the nine months ended September 30, 2025 and 2026, respectively. See Note 6 – Derivative Instruments and Hedging Activities in Part I, Item 1 of this report for more information regarding the commodity swap and customer contracts.

(5) We predominantly source RNG from third parties. The TotalEnergies JV project began supplying us RNG in 2023, and five of the six projects owned by the 50-50 joint venture between us and bp (the "bpJV") began supplying us RNG in 2024. The amount of RNG supplied by our joint venture and consolidated projects was less than 1.5% of RNG fuel volume sold in 2023, 2024, 2025 and in the three and nine months ended September 30, 2025. The amount of RNG supplied by our joint venture projects was 1.9% and 2.8% of RNG fuel volume sold in the three and nine months ended September 30, 2026.

The following table summarizes the production volumes from our RNG project portfolio for the three and nine months ended September 30, 2025, and 2026

Production volume, GGEs (in millions)	Year Ended December 31,			Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2024	2025	2025	2026	2025	2026
TotalEnergies JV							
Number of projects	1	1	1	1	1	1	1
Production volume	0.4	0.8	0.8	0.2	0.2	0.6	0.6
bpJV							
Number of projects	-	5	5	5	6	5	6
Production volume	-	1.0	1.5	0.3	1.4	1.0	3.4
Maas JDA							
Number of projects	-	-	-	-	-	-	-
Production volume	-	-	-	-	-	-	-
South Fork							
Number of projects	-	-	1	-	1	-	1
Production volume	-	-	0.4	-	0.6	-	1.3

The TotalEnergies JV project was placed into operation during 2023 and is expected to produce up to 0.8 million GGEs of RNG annually.

Five of six projects under the bpJV were in operation during 2025. The six projects under the bp JV are estimated to produce up to 8.2 million GGEs of RNG annually. Our estimated production may not reflect actual production from the projects, which depends on many variables including, but not limited to: (i) quantity and quality of the manure; (ii) operational up-time of the facility; and (iii) actual productivity of the facility.

The RNG Projects under the Company's joint development agreement (the "Maas JDA") with Maas Energy Works, LLC ("Maas") are currently under construction.

2026 Key Developments

Management Transition and Strategic Developments. Effective April 2026, the Company appointed Clay Corbus as President and Chief Executive Officer, and in June, 2026 the Company appointed Bart Frabotta as Chief Operating Officer. On October 6, 2026, the Company appointed JJ Armstrong as Chief Financial Officer, Principal Financial Officer and Principal Accounting Officer, succeeding Robert M. Vreeland. Mr. Armstrong previously served as the Company's Vice President and Corporate Controller. On October 14, 2026, the Company appointed Sean Wine to the role of Chief Revenue Officer (CRO), who previously served as the Company's Vice President, Renewables and Distribution.

This new management team is in the process of evaluating the Company's operations that could result in charges by the end of 2026, the amounts of which are not reasonably able to be estimated at this time.

East Valley ADG RNG Project. In the first quarter of 2026, we announced that the East Valley RNG facility in Jerome, Idaho had begun producing and injecting negative carbon-intensity RNG into the interstate pipeline for use as transportation fuel. The facility includes six anaerobic digesters. In addition, the RNG produced by the project has received full approval from the U.S. Environmental Protection Agency to begin generating Renewable Identification Numbers under the Renewable Fuel Standard program and from the California Air Resources Board to generate California Low Carbon Fuel Standard credits. The project is financed through the bpJV.

Tax Credit Monetization. In September 2026, the Company's consolidated RNG project, completed the sale of $26.0 million of ITCs and $0.8 million of 2025 Section 45Z PTCs for gross consideration of $24.3 million. The bpJV and TotalEnergies JV also sold an aggregate of $4.0 million of 2025 Section 45Z PTCs in the same transaction for gross consideration of $3.6 million.

Production Tax Credit ("PTC") (Section 45Z). During the three and nine months ended September 30, 2026, the Company recognized $12.7 million and $13.6 million, respectively, of Section 45Z PTC as a reduction of product cost of sales. The PTC was generated by the Company's consolidated RNG project and from amounts realized by RNG suppliers. Another $9.2 million of PTC was reported as part of income (loss) from equity method investments. The Company's ultimate benefit from Section 45Z will continue to depend on qualifying production volumes, credit eligibility, emissions rates, prevailing market conditions and future implementation guidance.

Ash Grove Dairy Farm Bankruptcy. On June 11, 2025, Ash Grove Dairy LLP ("AGD") filed for voluntary Chapter 11 bankruptcy protection in the United States Bankruptcy Court for the District of Minnesota ("the bankruptcy court"). The bpJV owns and operates an anaerobic digester facility producing RNG at the Ash Grove Dairy farm in Lake Benton, MN. The project is owned and operated through a subsidiary, Ash Grove Renewable Energy, LLC ("ProjectCo") of the bpJV. On February 12, 2026, the bankruptcy court granted AGD's motion to assume and perform under the ProjectCo contracts on amended terms. The bankruptcy court approved AGD's Third Amended Disclosure Statement by order entered October 26, 2026. The proposed plan remains unconfirmed, with a confirmation hearing scheduled for December 10, 2026. The U.S. Trustee's motion to dismiss has been resolved.

Business Risks and Uncertainties and Other Trends

Our business and prospects are exposed to numerous risks and uncertainties. For more information, see "Risk Factors" in Part II, Item 1A of this report. In addition, our performance in any period may be affected by various trends in our business and our industry, including certain seasonality trends. See the description of the key trends in our past performance and anticipated future trends included in the MD&A contained in our 2025 Form 10-K. Except as set forth below and in "Impact of Tariffs, Inflation, and Interest Rates" above, there have been no material changes to such trends as described in the MD&A contained in our 2025 Form 10-K.

The market for our vehicle fuels is a relatively new and developing market, and has experienced slow, volatile or unpredictable growth in many sectors. For example, to date, adoption and deployment of natural gas vehicles, both in general and in certain of our key customer markets, including heavy-duty trucking, have been slower than we anticipated. Slower growth may occur due to unfavorable macroeconomic events such as inflationary pressures, increased tariffs, future pandemic effects, supply chain challenges, government regulations related to other alternative fuels or products, international conflicts, regulatory uncertainty or other events.

Market prices for RINs and LCFS Credits can be volatile and unpredictable, and the prices for such credits can be subject to significant fluctuations. The value of RINs and LCFS Credits (derived from market prices) can materially affect our revenue. Prices have historically fluctuated significantly and will likely continue to be volatile. During the first three quarters of 2026, RIN prices have been about 6% higher than the prices seen in the first three quarters of 2025.

Debt Compliance

Certain of the agreements governing our outstanding debt, which are discussed in Note 12 – Debt in Part I, Item 1 of this report, have financial and non-financial covenants with which we must comply. As of September 30, 2026, we were in compliance with all of these covenants.

Risk Management Activities

Our risk management activities are discussed in the MD&A contained in our 2025 Form 10-K. During the nine months ended September 30, 2026, there were no material changes to these activities.

Critical Accounting Policies and Estimates

The preparation of our condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires the appropriate application of accounting policies, some of which require us to make estimates and assumptions that affect the amounts reported and related disclosures in our condensed consolidated financial statements. We base our estimates on historical experience and various assumptions that

we believe are reasonable under the circumstances. To the extent there are differences between these estimates and actual results, our financial condition or results of operations could be materially affected.

Our critical accounting policies and the related judgments and estimates are discussed in the MD&A contained in our 2025 Form 10-K. There have been no material changes during the nine months ended September 30, 2026 to our critical accounting policies as described in the MD&A contained in our 2025 Form 10-K.

Recently Adopted and Recently Issued Accounting Pronouncements

See Note 1 – General in Part I, Item 1 of this report for a description of recently adopted accounting pronouncements and recently issued accounting pronouncements pending adoption.

Results of Operations

The table below presents, for each period indicated, each line item of our statements of operations data as a percentage of our total revenue for the period. Additionally, the narrative that follows provides a comparative discussion of certain of these line items between the periods indicated. Historical results are not indicative of the results to be expected in the current period or any future period.

Three Months Ended September 30, 2026 Compared to Three Months Ended September 30, 2025

	Three Months Ended September 30,	
	2025	2026
Statements of Operations Data:		
Revenue:		
Product revenue	85.6 %	86.1 %
Service revenue	14.4	13.9
Total revenue	100.0	100.0
Operating expenses:		
Cost of sales (exclusive of depreciation and amortization shown separately below):		
Product cost of sales	65.2	52.4
Service cost of sales	9.0	10.8
Selling, general and administrative	24.8	26.5
Depreciation and amortization	13.8	9.4
Total operating expenses	112.8	99.1
Operating income (loss)	(12.8)	0.9
Interest expense	(7.3)	(7.1)
Interest income	2.7	1.3
Other income (expense), net	2.0	(0.1)
Income (loss) from equity method investments	(7.1)	3.4
Loss before income taxes	(22.5)	(1.7)
Income tax (expense) benefit	(0.1)	(0.1)
Net loss	(22.6)	(1.7)
Net (income) loss attributable to noncontrolling interests	0.2	(3.4)
Net loss attributable to Clean Energy Fuels Corp.	(22.4)%	(5.1)%

Product revenue. Product revenue for the three months ended September 30, 2026 increased by $5.7 million to $96.6 million, representing 86.1% of total revenue, compared to $90.9 million, representing 85.6% of total revenue, for the three months ended September 30, 2025. The increase was primarily due to (1) an increase of $4.2 million in fuel sales, due to increased volumes of vehicles fueling and a decrease of $9.7 million in non-cash stock-based sales incentive contra-revenue charges related to the Amazon Warrant (as defined in Note 14 – Stock-Based Compensation) partially offset by lower pricing, (2) an increase in RIN revenue of $2.9 million primarily due to incremental RIN revenue generated by the

Company's consolidated RNG project (upstream) business, higher price, and higher volume (3) an increase in LCFS revenue of $1.7 million primarily due to a higher price and incremental LCFS revenue generated by the Company's consolidated RNG project (upstream business), (4) a decrease in station construction sales of $3.6 million due to less construction activities, and (5) a change in fair value of our commodity swap and customer contracts entered into in connection with our truck financing program, as we recognized an unrealized gain of $0.3 million in the third quarter of 2026 compared to an unrealized loss of $0.3 million in the same period in 2025.

Service revenue. Service revenue for the three months ended September 30, 2026 increased by $0.3 million to $15.6 million, representing 13.9% of total revenue, compared to $15.2 million, representing 14.4% of total revenue, for the three months ended September 30, 2025. The increase was primarily due to higher volumes serviced, partially offset by a $3.5 million increase in non-cash stock-based sales incentive contra-revenue charges related to the Amazon Warrant.

Product cost of sales. Product cost of sales for the three months ended September 30, 2026 decreased by $10.4 million to $58.8 million, representing 52.4% of total revenue, from $69.2 million, representing 65.2% of total revenue, in the three months ended September 30, 2025. The decrease was primarily due to $12.7 million in PTCs from the Company's consolidated RNG project (upstream) business and from our share realized by our RNG suppliers and a decrease in station construction costs partially offset by increased volumes of vehicles fueling.

Service cost of sales. Service cost of sales for the three months ended September 30, 2026 increased by $2.6 million to $12.2 million, representing 10.8% of total revenue, compared with $9.6 million or 9.0% of total revenue in the three months ended September 30, 2025. The increase was primarily due to the higher volumes serviced.

Selling, general and administrative. Selling, general and administrative expenses increased by $3.4 million to $29.7 million in the three months ended September 30, 2026, from $26.3 million in the three months ended September 30, 2025. The increase was primarily driven by an increase in general business expenses.

Depreciation and amortization. Depreciation and amortization decreased by $4.1 million to $10.6 million in the three months ended September 30, 2026, from $14.7 million in the three months ended September 30, 2025. The decrease was primarily due to accelerated depreciation recognized in the prior-year period related to the removal of Pilot fueling station equipment.

Interest expense. Interest expense increased by $0.1 million to $7.9 million in the three months ended September 30, 2026, from $7.8 million in the three months ended September 30, 2025. The increase primarily reflects the $2.6 million loss on partial extinguishment associated with the $15.0 million partial repayment of the Stonepeak term loan in September 2026, partially offset by lower cash interest and debt discount amortization resulting from the $65.0 million repayment in December 2025 and the September 2026 repayment.

Interest income. Interest income decreased by $1.5 million to $1.4 million in the three months ended September 30, 2026, from $2.9 million in the three months ended September 30, 2025, primarily due to lower average interest rates of the Company's short-term investments and loan receivables, and lower balances of the Company's short-term investments.

Income (Loss) from equity method investments. Income from equity method investments increased by $11.3 million to $3.8 million in the three months ended September 30, 2026, from the loss of $7.5 million in the three months ended September 30, 2025, due to the operating results of SAFE S.p.A. and our joint ventures with TotalEnergies and bp. The amount includes $9.2 million of PTC that was reported as part of income from equity method investments.

Income tax (expense) benefit. Income tax expense was $0.1 million for both the three months ended September 30, 2026 and 2025. Income tax expense and/or benefit is primarily related to deferred taxes associated with goodwill in the prior year, and the Company's expected state tax expense.

Net (income) loss attributable to noncontrolling interests. During the three months ended September 30, 2026, net income attributable to noncontrolling interests was $3.8 million, compared with net loss attributable to noncontrolling interests of $0.2 million in the comparable 2025 period. The 2026 amount primarily reflects $4.0 million of income

allocated, and distributed, to the noncontrolling interest in the consolidated South Fork entity, partially offset by a $0.2 million loss allocated to the noncontrolling interest in NG Advantage.

Nine Months Ended September 30, 2026 Compared to Nine Months Ended September 30, 2025

	Nine Months Ended September 30,	
	2025	2026
Statements of Operations Data:		
Revenue:		
Product revenue	85.9 %	86.5 %
Service revenue	14.1	13.5
Total revenue	100.0	100.0
Operating expenses:		
Cost of sales (exclusive of depreciation and amortization shown separately below):		
Product cost of sales	64.7	58.6
Service cost of sales	8.6	10.5
Selling, general and administrative	26.0	23.5
Depreciation and amortization	27.8	9.6
Impairment of goodwill	20.6	—
Total operating expenses	147.7	102.1
Operating income (loss)	(47.7)	(2.1)
Interest expense	(7.4)	(5.7)
Interest income	2.8	1.3
Other income (expense), net	0.7	0.2
Income (loss) from equity method investments	(6.8)	(2.4)
Loss before income taxes	(58.4)	(8.7)
Income tax (expense) benefit	0.9	(0.1)
Net loss	(57.5)	(8.8)
Net (income) loss attributable to noncontrolling interests	0.1	(1.0)
Net loss attributable to Clean Energy Fuels Corp.	(57.4)%	(9.8)%

Product revenue. Product revenue for the nine months ended September 30, 2026 increased by $22.3 million to $290.6 million, representing 86.5% of total revenue, compared to $268.3 million, representing 85.9% of total revenue, for the nine months ended September 30, 2025. The increase was primarily due to (1) an increase of $0.7 million in fuel sales from the prior-year period, due to increased volumes of vehicles fueling and a decrease of $30.5 million in non-cash stock-based sales incentive contra-revenue charges related to the Amazon Warrant (as defined in Note 14), partially offset by lower pricing; (2) an increase in RIN revenue of $8.8 million, primarily due to higher volume, pricing, and incremental RIN revenue generated by the Company's consolidated RNG project (upstream) business; (3) an increase in LCFS revenue of $3.5 million primarily due to a higher price, and incremental LCFS revenue generated by the Company's consolidated RNG project (upstream) business, (4) an increase in construction sales of $7.2 million due to increased construction activities; and (5) a change in the fair value of our commodity swap and customer contracts entered into in connection with our truck financing program, as we recognized an unrealized gain of $0.7 million for the nine months ended September 30, 2026, compared to an unrealized loss of $1.4 million for the same period in 2025.

Service revenue. Service revenue for the nine months ended September 30, 2026 increased $1.3 million to $45.5 million, representing 13.5% of total revenue, compared to $44.2 million, representing 14.1% of total revenue, for the nine months ended September 30, 2025. The increase was primarily due to higher volumes serviced partially offset by $9.2 million in non-cash stock-based incentive contra-revenue charges related to the Amazon Warrant.

Product cost of sales. Product cost of sales for the nine months ended September 30, 2026 decreased by $5.4 million to $196.9 million, representing 58.6% of total revenue, from $202.3 million, representing 64.7% of total revenue, in the nine months ended September 30, 2025. The decrease was primarily due to $13.6 million in PTCs from the

Company's consolidated RNG project (upstream) business and from our share realized by our RNG suppliers partially offset by increased volumes of vehicle fueling at our stations and increase in station construction costs.

Service cost of sales. Service cost of sales for the nine months ended September 30, 2026 increased by $8.2 million to $35.2 million, representing 10.5% of total revenue, compared with $27.0 million or 8.6% of total revenue in the nine months ended September 30, 2025. The increase was primarily due to the higher volumes serviced.

Selling, general and administrative. Selling, general and administrative expenses decreased by $2.3 million to $78.8 million in the nine months ended September 30, 2026, from $81.2 million in the nine months ended September 30, 2025. The decrease was primarily driven by a decrease in general business expenses.

Depreciation and amortization. Depreciation and amortization decreased by $54.7 million to $32.2 million in the nine months ended September 30, 2026, from $86.9 million in the nine months ended September 30, 2025. The decrease was primarily due to the accelerated depreciation expense relating to the change in depreciable life of the Pilot station assets in the prior period.

Impairment of goodwill. Impairment of goodwill decreased by $64.3 million in the nine months ended September 30, 2026, from $64.3 million in the nine months ended September 30, 2025. This represents the goodwill impairment loss for the Company's single reporting unit, which was recognized in the first quarter of 2025 in the amount of $64.3 million and comprised the total amount of goodwill of the Company, before giving effect to the impairment.

Interest expense. Interest expense decreased by $3.9 million to $19.1 million in the nine months ended September 30, 2026, from $23.0 million in the nine months ended September 30, 2025. The decrease primarily reflects lower cash interest and debt discount amortization following the $65.0 million repayment in December 2025, partially offset by the $2.6 million loss on partial extinguishment associated with the $15.0 million partial repayment of the Stonepeak term loan in September 2026.

Interest income. Interest income decreased by $4.4 million to $4.4 million in the nine months ended September 30, 2026, from $8.9 million in the nine months ended September 30, 2025, primarily due to lower average interest rates of the Company's short-term investments and loan receivables, and lower balances of the Company's short-term investments.

Income (Loss) from equity method investments. Loss from equity method investments decreased by $13.1 million to $8.0 million in the nine months ended September 30, 2026, from $21.1 million in the nine months ended September 30, 2025, due to the operating results of SAFE S.p.A., Rimere, and our joint venture with bp. The amount includes $10.1 million of PTC that was reported as part of income (loss) from equity method investments Additionally, the loss from equity method investments for the nine months ended September 30, 2025 included a $1.1 million loss from our Rimere equity method investment which was disposed of in December 2025.

Income tax (expense) benefit. Income tax expense was $0.2 million for the nine months ended September 30, 2026. Income tax benefit of $2.8 million was recognized for the nine months ended September 30, 2025. Income tax expense and/or benefit is primarily related to deferred taxes associated with goodwill in the prior year, and the Company's expected state tax expense.

Net (income) loss attributable to noncontrolling interests. During the nine months ended September 30, 2026, net income attributable to noncontrolling interests was $3.5 million, compared with net loss attributable to noncontrolling interests of $0.4 million in the comparable 2025 period. The 2026 amount primarily reflects $4.0 million of income allocated, and distributed, to the noncontrolling interest in the consolidated South Fork entity, partially offset by a $0.5 million loss allocated to the noncontrolling interest in NG Advantage.

Liquidity and Capital Resources

Liquidity

Liquidity is the ability to meet present and future financial obligations through operating cash flows, the sale or maturity of investments or the acquisition of additional funds through capital management. Our financial position and liquidity are, and will continue to be, influenced by a variety of factors, including the level of our outstanding indebtedness and the principal and interest we are obligated to pay on our indebtedness; the amount and timing of any capital calls related to our existing joint ventures, or any other joint venture we may enter into in the future; the amount and timing of any additional debt or equity financing we may pursue; our capital expenditure requirements; any merger, divestiture or acquisition activity; and our ability to generate cash flows from our operations. We expect cash provided by our operating activities to fluctuate as a result of a number of factors, including our operating results and the factors that affect these results, including the amount and timing of our vehicle fuel sales, station construction sales, sales of RINs and LCFS Credits and recognition of government credits, grants and incentives, if any; fluctuations in commodity, station construction and labor costs; supply chain issues and unfavorable macroeconomic events, including inflationary pressures; environmental credit prices; variations in the fair value of certain of our derivative instruments that are recorded in revenue; and the amount and timing of our billing, collections and liability payments.

Cash Flows

Operating Activities. Cash provided by operating activities was $56.6 million in the nine months ended September 30, 2026, compared to $72.4 million in the comparable 2025 period. The decrease of $15.8 million in cash provided by operating activities was primarily attributable to changes in working capital resulting from the timing of cash receipts, accruals, billings and payments of cash, offset by cash proceeds from the sale of the ITC.

Investing Activities. Cash used in investing activities was $48.5 million in the nine months ended September 30, 2026, compared to cash provided by investing activities of $30.0 million in the comparable 2025 period. The decrease of $78.6 million was primarily attributable to timing in purchases and maturities of short-term investments causing a $78.4 million reduction in cash when comparing September 30, 2026 to the comparable 2025 period. Further, there was an increase in investments in other entities of $27.7 million in the nine months ended September 30, 2026 compared to the 2025 period, primarily due to $36.0 million of contributions made for the Maas RNG Projects pursuant to capital calls. This was offset by a reduction in cash paid for purchases and deposits on equipment and manure rights for RNG production projects when comparing the nine months ended September 30, 2026 to 2025 as South Fork commenced operations in October 2025.

Financing Activities. Cash used in financing activities was $23.7 million in the nine months ended September 30, 2026, compared to cash used in financing activities of $11.0 million in the comparable 2025 period. The increase in cash used in financing activities was primarily attributable to a prepayment of debt principal of $15.0 million plus associated prepayment fees of $1.4 million, as well as a $4.0 million distribution to non-controlling interest resulting from the ITC sale, offset by a $7.9 million decrease in share repurchases in 2025, of which there were none in 2026.

Capital Expenditures, Indebtedness and Other Uses of Cash

We require cash to fund our capital expenditures, operating expenses and working capital and other requirements, including costs associated with fuel sales; outlays for the design and construction of new fueling stations; additions or other modifications to existing fueling stations; RNG production facilities; debt repayments and repurchases; repurchases of common stock; purchases of heavy-duty trucks that use our fuels; additions or modifications of LNG production facilities; supporting our operations, including maintenance and improvements of our infrastructure; supporting our sales and marketing activities, including support of legislative and regulatory initiatives; financing vehicles for our customers; any investments in other entities; any mergers or acquisitions, including acquisitions to expand our RNG production capacity; pursuing market expansion as opportunities arise, including geographically and to new customer markets; and to fund other activities or pursuits and for other general corporate purposes.

Our 2026 business plan calls for approximately $25.0 million in capital expenditures primarily related to the construction of fueling stations, IT software and equipment and LNG plant costs, and we expect to fund these expenditures primarily through cash on hand and cash generated from operations.

Further, in 2026, our business plan calls for no further capital expenditure in the development of consolidated ADG RNG production projects. As of September 30, 2026, we have invested $82.1 million in the development of consolidated ADG RNG production facilities.

In 2026 we anticipate contributing equity capital up to $42.0 million, of which we have already contributed $36 million, in cash, into our equity method investment as part of the Maas JDA. We do not anticipate making equity contributions under our TotalEnergies JV Agreement or into the bpJV in 2026. We continue to evaluate the ADG RNG development market but cannot say with certainty when we may approve additional investments in ADG RNG production facilities through the TotalEnergies JV Agreement and the bpJV. As of September 30, 2026, we have invested $319.9 million into our equity method investment entities that develop ADG RNG production facilities.

We had total indebtedness, consisting of our debt and finance leases, of approximately $237.8 million in principal amount as of September 30, 2026, including $235.0 million outstanding under the Stonepeak Credit Agreement. During September 2026, we repaid $15.0 million of Stonepeak term loan principal in connection with the lender consent for the tax credit transfer transactions. Approximately $0.3 million, $1.4 million, $0.7 million, $235.3 million, $0.1 million and $0.0 million of total indebtedness are expected to become due in 2026, 2027, 2028, 2029, 2030 and thereafter, respectively.

We also have indebtedness, including the amount representing interest, from our operating leases of approximately $128.4 million as of September 30, 2026, of which approximately $4.4 million, $17.8 million, $17.0 million, $16.3 million, $15.6 million and $57.3 million are expected to become due in 2026, 2027, 2028, 2029, 2030 and thereafter, respectively.

We intend to make payments under our various debt instruments when due and pursue opportunities for earlier repayment and/or refinancing if and when these opportunities arise. Although we believe we have sufficient liquidity and capital resources to repay our debt coming due in the next 12 months, we may elect to suspend, or limit repurchases under our share repurchase program or pursue alternatives, such as refinancing, or debt or equity offerings, to increase our cash management flexibility.

Sources of Cash

Historically, our principal sources of liquidity have consisted of cash on hand; cash provided by our operations, including, if available, government credits, grants and incentives; cash provided by financing activities; and sales of assets. As of September 30, 2026, excluding the current portion of restricted cash, we had total cash and cash equivalents and short-term investments of $140.2 million, compared to $156.1 million as of December 31, 2025.

We expect cash provided by our operating activities to fluctuate depending on our operating results, which can be affected by the factors described above, as well as the other factors described in this MD&A and Part II, Item 1A. “Risk Factors” of this report.

Subject to the following paragraph, we believe our cash and cash equivalents and short-term investments and anticipated cash provided by our operating and current or future financing activities will satisfy our expected business requirements for at least the 12 months following the date of this report. Subsequent to that period, we may need to raise additional capital to fund any planned or unanticipated capital expenditures, investments, debt repayments, share repurchases or other expenses that we cannot fund through cash on-hand, cash provided by our operations or other sources. Moreover, we may use our cash resources faster than we predict due to unexpected expenditures or higher-than-expected expenses due to unfavorable macroeconomic events, including inflationary pressures or otherwise, in which case we may need to seek capital from alternative sources sooner than we anticipate. The timing and necessity of any future capital raise would depend on various factors, including our rate and volume of, and prices for, natural gas fuel sales and other volume-related activity, new station construction, debt repayments (either before or at maturity) and any potential mergers, acquisitions, investments, divestitures or other strategic relationships we may pursue, as well as the other factors that affect our revenue and expense levels as described in this MD&A and elsewhere in this report.

If we deploy additional capital to develop ADG RNG production facilities and fueling stations to support contracted RNG fueling volume, we could be required to raise additional capital.

We may raise additional capital through one or more sources, including, among others, obtaining equity capital, including through offerings of our common stock or other securities, obtaining new or restructuring existing debt, selling assets, or any combination of these or other potential sources of capital. We may not be able to raise capital when needed, on terms that are favorable to us or our stockholders or at all. Any inability to raise necessary capital may impair our ability to develop and maintain fueling infrastructure, invest in strategic transactions or acquisitions or repay our outstanding indebtedness and may reduce our ability to support and build our business and generate sustained or increased revenue.

Off-Balance Sheet Arrangements

As of September 30, 2026, we had the following off-balance sheet arrangements that have had, or are reasonably likely to have, a material current or future effect on our financial condition, changes in financial condition, revenue or expenses, results of operations, liquidity, capital expenditures or capital resources:

- Outstanding surety bonds for construction contracts and general corporate purposes totaling $102.7 million;
- Quarterly fixed-price natural gas purchase contracts with take-or-pay commitments; and
- One long-term natural gas sale contract with a fixed supply commitment.

We provide surety bonds primarily for construction contracts in the ordinary course of our business, as a form of guarantee. No liability has been recorded in connection with our surety bonds because, based on historical experience and available information, we do not believe it is probable that any amounts will be required to be paid under these arrangements for which we will not be reimbursed.

The Company enters into quarterly fixed price natural gas purchase contracts with take-or-pay commitments. As of December 31, 2025, the fixed commitments under these contracts totaled approximately $8.7 million for the year ending December 31, 2026. The Company entered into additional fixed commitment contracts during the three and nine months ended September 30, 2026. The fixed commitments under these additional contracts totaled $2.8 million, through December 2027.

In addition, we have a fixed supply arrangement with UPS for the supply and sale of 199 million GGEs of RNG through December 2030.

Item 3.—Quantitative and Qualitative Disclosures about Market Risk

In the ordinary course of our business, we are exposed to various market risks, including commodity price risks, risks related to foreign currency exchange rates, and risks related to fluctuations in interest rates.

Commodity Price Risk

We are subject to market risk with respect to our sales of natural gas, which have historically been subject to volatile market conditions. Our exposure to market risk is heightened when we have a fixed-price sales contract with a customer that is not covered by a futures contract, or when we are otherwise unable to pass through natural gas price increases to customers. Natural gas prices and availability are affected by many factors, including, among others, drilling activity, supply, weather conditions, the global trade environment, overall economic conditions and foreign and domestic government regulations.

Natural gas costs represented $143.0 million of our total cost of sales in 2025 and $107.4 million of our total cost of sales for the nine months ended September 30, 2026.

In addition, we are exposed to market price risk relating to the diesel-to-natural gas price spread associated with the natural gas fuel supply commitments we make in our fueling agreements with fleet operators who participate in the Company's truck financing program.

Foreign Currency Exchange Rate Risk

For the three and nine months ended September 30, 2026, our primary exposure to foreign currency exchange rates relates to our Canadian operations that had certain outstanding accounts receivable and accounts payable denominated in Canadian dollars, which were not hedged.

We performed a sensitivity analysis to estimate our exposure to market risk with respect to our monetary transactions denominated in a foreign currency. If the exchange rates on these assets and liabilities were to fluctuate by 10% from the rates as of September 30, 2026, we would expect a corresponding fluctuation in the value of the net assets to be approximately $0.4 million.

Item 4.—Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Our management carried out an evaluation, with the participation of our Chief Executive Officer and Chief Financial Officer (our principal executive and principal financial officers, respectively), of the effectiveness of our disclosure controls and procedures as of September 30, 2026. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2026.

Changes in Internal Control over Financial Reporting

We regularly review and evaluate our internal control over financial reporting, and from time to time we may make changes to our processes and systems to improve controls or increase efficiencies. Such changes may include, among others, implementing new and more efficient systems, consolidating activities, and migrating processes.

There were no changes in our internal control over financial reporting that occurred during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations of Disclosure Controls and Procedures and Internal Control Over Financial Reporting

In designing our disclosure controls and procedures and internal control over financial reporting, 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 our controls and procedures must reflect the fact that there are resource constraints, and management necessarily applies its judgment in evaluating the benefits of possible controls and procedures relative to their costs. Because of these inherent limitations, our disclosure and internal controls may not prevent or detect all instances of fraud, misstatements or other control issues. In addition, projections of any evaluation of the effectiveness of disclosure or internal controls to future periods are subject to risks, including, among others, that controls may become inadequate because of changes in conditions or that compliance with policies or procedures may deteriorate.

PART II.—OTHER INFORMATION

Item 1. —Legal Proceedings

From time to time, we may become involved in various legal proceedings that arise in the ordinary course of our business, including lawsuits, claims, audits, government enforcement actions and related matters. It is not possible to predict when or if these proceedings may arise, nor is it possible to predict the outcome of any proceedings that do arise, including, among other things, the amount or timing of any liabilities we may incur, and any such proceedings could have a material effect on us regardless of outcome. In the opinion of management, however, we are not a party, and our properties are not subject, to any pending legal proceedings that are material to us.

Item 1A. —Risk Factors

An investment in our Company involves a high degree of risk of loss. You should carefully consider the risk factors discussed below and all of the other information included in this report before you make any investment decision regarding our securities. We believe the risks and uncertainties described below are the most significant we face, but additional risks and uncertainties not known to us or that we currently deem immaterial could also be or become significant. The occurrence of any of these risks could harm our business, financial condition, results of operations, prospects and reputation and could cause the trading price of our common stock to decline.

Risks Related to Our Business

Our success is dependent on the willingness of fleets and other customers to adopt our vehicle fuels, which may not occur in a timely manner, at expected levels or at all.

Our success is highly dependent on the adoption by fleets and other customers of our RNG and conventional natural gas vehicle fuels. The market for our vehicle fuels has experienced slow, volatile and unpredictable growth in many sectors. For example, adoption and deployment of our vehicle fuels in heavy-duty trucking has been slower and more limited than we anticipated. Also, other important fleet markets, including airports, refuse, and public transit, had slower volume and customer growth in recent years that may continue. If the market for our vehicle fuels does not develop at improved rates or levels, or if a market develops but we are not able to capture a significant share of the market or the market subsequently declines, our business, prospects, financial condition, and operating results would be harmed.

Factors that may influence the adoption of our vehicle fuels, many of which are beyond our control, include, among others: lack of demand for trucks that use our vehicle fuels; adoption or expansion of government policies, programs, funding or incentives, or increased publicity or popular sentiment in favor of vehicles or fuels other than RNG and natural gas, including long-standing support for diesel-powered vehicles, changes to emissions requirements applicable to vehicles and fleets powered by diesel, RNG, natural gas, or other vehicle fuels and/or growing support for renewable diesel, electric and hydrogen-powered vehicles; limitations on the capabilities of utilities to provide services to meet our requirements (for example, natural gas utilities may be unable to expand piping or provide services for new expansions, and electric utilities may lack the capacity to provide service for our projects); perceptions about the benefits of our vehicle fuels relative to diesel and other alternative vehicle fuels, including with respect to factors such as supply, cost savings, environmental benefits and safety; increases, decreases or volatility in the supply, demand, use and prices of crude oil, diesel, RNG, natural gas and other vehicle fuels, such as electricity, hydrogen, renewable diesel, biodiesel and ethanol; inertia among fleets and fleet vehicle operators, who may be unable or unwilling to prioritize converting a fleet to our vehicle fuels over an operator's other general business concerns, particularly if the operator is not sufficiently incentivized by emissions regulations or other requirements or lacks demand for the conversion from its customers, drivers, or other stakeholders; vehicle cost, fuel efficiency, availability, quality, safety, convenience (to fuel and service), design, performance and residual value, as well as operator perception with respect to these factors, generally and in our key customer markets and relative to comparable vehicles powered by other fuels; the development, production, cost, availability, performance, sales and marketing and reputation of engines that are well-suited for the vehicles used in our key customer markets, including heavy-duty trucks and other fleets; increasing competition in the market for vehicle fuels generally, and the nature and effect of competitive developments in this market, including improvements in or perceived advantages of other vehicle fuels and engines powered by these fuels; the impact of federal or state laws, orders or regulations mandating or in support of new or additional limits on GHG emissions, "tailpipe" emissions or internal

combustion engines, including the ACT, the September 2020 Executive Order, the ACF regulation, the January 2025 Executive Order, and the June 2025 Executive Order (each as defined below); the availability and effect of environmental, tax or other government regulations, such as the One Big Beautiful Bill Act ("OBBBA"), programs or incentives that promote our products or other alternatives as a vehicle fuel, including certain programs under which we generate credits by selling RNG as a vehicle fuel, as well as the market prices for such credits; and emissions and other environmental regulations and pressures on producing, transporting, and dispensing our fuels.

In addition, as our customers and partners react to economic conditions, such as tariffs, geopolitical conditions, military conflicts, government shutdowns, market volatility, inflation, rising interest rates and the potential for a recession, they may reduce spending and take additional precautionary measures to limit or delay expenditures and preserve capital and liquidity. Reductions in spending, delays in purchasing decisions, lack of renewals, inability to attract new customers, uncertainty about business continuity as well as pressure for extended billing terms or pricing discounts could limit our ability to grow our business and negatively affect our operating results and financial condition.

We are dependent on the production of vehicles and engines in our key customer and geographic markets by manufacturers, over which we have no control.

Vehicle and engine manufacturers control the development, production, quality assurance, cost and sales and marketing of their products, which shapes the performance, availability and reputation of these products in the marketplace. We are dependent on these manufacturers to succeed in our target markets, and we have no influence or control over their activities. A small number of manufacturers, chiefly Cummins, produce engines that use our vehicle fuels. The number of manufacturers making vehicles that use our fuels is limited as well. These manufacturers may decide not to expand or maintain, or may decide to discontinue or curtail, their engine or vehicle product lines for a variety of reasons, including as a result of the cost of development and production as a result of increased tariffs in the U.S. or retaliatory tariffs against the U.S., or adoption or modification of government policies or programs such as the ACT, the September 2020 Executive Order, the ACF regulation, the January 2025 Executive Order and the OBBBA. The limited production of engines and vehicles that use our fuels increases their cost and limits availability, which restricts large-scale adoption, and may reduce resale value, which may contribute to operator reluctance to convert their fleets to vehicles that use our fuels. In addition, some operators have communicated to us that earlier models of heavy-duty truck engines using our fuels have a reputation for unsatisfactory performance, and that this reputation or their first-hand experiences of such performance may be a factor in operator decisions regarding whether to convert their fleets to vehicles that use our fuels. If manufacturers of vehicles and engines that use our fuels develop unsatisfactory vehicles or engines, then our business, financial condition, and results of operations may be adversely affected.

Our RNG business may not be successful.

Our RNG business consists of procuring RNG from projects we plan to develop and own or from projects owned by third-party producers and reselling this RNG through our fueling infrastructure. The success of our RNG business depends on our ability to secure, on acceptable terms, a sufficient supply of RNG; sell this RNG in adequate volumes and at prices that are attractive to customers and produce acceptable margins for us; and sell U.S. federal, state and local government credits (collectively, "Environmental Credits") we may generate under applicable federal or state programs from our sale of RNG as a vehicle fuel at favorable prices, as well as our ability to appropriately balance supply we take with demand from customers. Our ability to maintain an adequate supply of RNG is subject to risks affecting RNG production, including unpredictable production levels or other difficulties due to, among others, problems with equipment, severe weather, droughts, financial condition or bankruptcy or insolvency of the applicable ADG and LFG source owner, health crises and pandemics, construction delays, technical difficulties, high operating costs, limited availability, unfavorable composition of collected feedstock gas, and plant shutdowns caused by upgrades, expansion, required maintenance, or other operational issues. The agriculture industry generally, and the dairy industry in particular, are subject to risks and uncertainties that may lead to financial and other challenges impacting RNG production levels and potentially our future investments in RNG projects. For example, bankruptcies at dairy farm partners with whom we have contracted for our projects have occurred, and in the future bankruptcies could have a material adverse impact on our RNG production, contractual rights, and investment for such projects.

Our ability to balance supply with demand from customers is subject to risk where we are committed to acquire RNG produced by third-party producers that could exceed the level of demand of our customers. If we are unable to maintain an adequate supply of RNG or are oversupplied with RNG versus customer demand, our business, financial condition, and performance could be negatively affected. In addition, increasing demand for RNG will result in more robust competition for supplies of RNG, including from other vehicle fuel providers, gas utilities and other users and providers. If we or any of our RNG suppliers experience these or other difficulties in RNG production processes, or if competition for RNG development projects and supply increases, then our supply of RNG and our ability to resell it as a vehicle fuel could be jeopardized.

Our ability to generate revenue from our sale of RNG or our generation and sale of Environmental Credits depends on many factors, including the markets for RNG as a vehicle fuel and for Environmental Credits. The markets for Environmental Credits have been volatile and unpredictable in recent periods, and the prices for these credits are subject to fluctuations (see "Our Principal Products, Services and Other Business Activities—Sales of Environmental Credits" in our 2025 Form 10-K for more information on the fluctuations in 2025). Additionally, the value of Environmental Credits, and consequently the revenue levels we may receive from our sale of these credits, may be adversely affected by changes to the federal and state programs under which these credits are generated and sold, such as any adverse impacts from the OBBBA, prices for and use of oil, diesel or gasoline, the inclusion of additional qualifying fuels in the programs, increased production and use of other fuels in the programs, or other conditions. Our ability to generate revenue from sales of Environmental Credits depends on our strict compliance with these federal and state programs, which are complex and can involve a significant degree of judgment. If the agencies that administer and enforce these programs disagree with our judgments, otherwise determine we are not in compliance, conduct reviews of our activities or make changes to the programs, then our ability to generate or sell these credits could be restricted, permanently limited, or lost entirely, and we could also be subject to fines or other sanctions. Any of these outcomes could force us to purchase credits in the open market to cover any credits we have contracted to sell, retire credits we may have generated but not yet sold, reduce or eliminate a significant revenue stream, or incur substantial additional and unplanned expenses. Any permanent or temporary discontinuation or suspension of federal and state programs that provide credits, grants and incentives, such as the Section 45Z Production Tax Credit, would also adversely impact our results. Moreover, in the absence of programs that allow us to generate and sell Environmental Credits or other federal and state programs that support the RNG vehicle fuel market, or if our customers are not willing to pay a premium for RNG, we may be unable to operate our RNG business profitably or at all.

Our commercial success depends on our ability and the ability of our third-party supply sources to successfully develop and operate projects and produce expected volumes of RNG.

Our specific focus on RNG exposes us to risks related to the supply of and demand for RNG and Environmental Credits, the cost of capital expenditures, government regulation, including increased and/or new tariffs on equipment supply and raw materials, and economic conditions, among other factors. As an RNG supplier we may also be negatively affected by lower RNG production resulting from lack of feedstock, mechanical breakdowns, faulty technology, competitive markets, or changes to the laws and regulations that mandate the use of renewable energy sources. In addition, other factors related to the development and operation of renewable energy projects could adversely affect our business, including: changes in pipeline gas quality standards or other regulatory changes that may limit our ability to transport RNG on pipelines for delivery to vehicles or increase the costs of processing RNG to allow for such deliveries; construction risks, including the risk of delay, that may arise because of inclement weather, natural disasters, accidents, labor disruptions, disputes, or increases in costs for or shortages of equipment and construction materials; operating risks; weather conditions; financial condition of the applicable source owner, including obstacles to their ability to adequately fund their operations or pay vendors and creditors; health of the applicable dairy herd; consolidation in the dairy industry; budget overruns; possible liabilities because of unforeseen environmental, construction, technological or other complications; failures or delays in obtaining desired or necessary rights, including leases and feedstock agreements; diseases and health crises; and failures or delays in obtaining and keeping in good standing permits, authorizations and consents from local city, county, state and U.S. federal governments as well as local and U.S. federal governmental organizations. Any of these factors could prevent completion or operation of projects, or otherwise adversely affect our business, financial condition, and results of operations.

Acquisition, financing, construction, and development of projects by us or our partners that own projects and divestitures, investments or other strategic relationships, may not commence on anticipated timelines or at all, may not meet expectations, and may otherwise harm our business.

Our strategy is to continue to expand, including through the acquisition of additional projects and by signing additional supply agreements with third-party project owners. From time to time, we and our partners enter into nonbinding letters of intent for projects. Until the negotiations are final, however, and the parties have executed definitive documentation, we or our partners may not be able to consummate any development or acquisition transactions, or any other similar arrangements, on the terms set forth in the applicable letter of intent or at all. The acquisition, financing, construction and development of projects involves numerous risks, including: the ability to obtain financing for a project on acceptable terms or at all; difficulties in identifying, obtaining, and permitting suitable sites for new projects; failure to obtain all necessary rights to land access and use; inaccuracy of assumptions with respect to the cost and schedule for completing construction; inaccuracy of assumptions with respect to the biogas potential, including quality, volume, and asset life; delays in deliveries or increases in the price of equipment or materials; permitting and other regulatory issues, license revocation and changes in legal requirements; increases in the cost of labor, labor disputes and work stoppages; potential business, financial stress or bankruptcy of partners or applicable source owners; failure to receive quality and timely performance of third-party or utility services; unforeseen engineering and environmental problems; cost overruns, including as a result of increased and/or new tariffs on equipment supply and raw materials; accidents involving personal injury or the loss of life; weather conditions, catastrophic events, including fires, explosions, earthquakes, droughts and acts of terrorism; and other force majeure events.

Additionally, we may acquire or invest in other companies or businesses or pursue other strategic transactions or relationships, such as joint ventures, collaborations, divestitures, or other similar arrangements. These strategic transactions and relationships and any others we may pursue in the future involve numerous risks, any of which could harm our business, performance and liquidity, including, among others, the following: difficulties integrating the operations, personnel, contracts, service providers and technologies of an acquired company or partner; diversion of financial and management resources from existing operations or other opportunities; failure to realize the anticipated synergies or other benefits of a transaction or relationship; risks of entering new customer or geographic markets in which we may have limited or no experience; potential loss of our or an acquired company's or partner's key employees, customers, vendors or assets in the event of an acquisition or investment; and incurrence of substantial costs or debt or equity dilution to fund an acquisition, investment or other transaction or relationship, as well as possible write-offs or impairment charges relating to any businesses we partner with, invest in or acquire. Further, our partners, including TotalEnergies, bp and Chevron, may reallocate their resources from RNG to other renewable or low carbon vehicle fuels. Any such action would have a material adverse effect on our plans, results of operations and financial condition.

To secure ADG RNG from new projects we develop, we typically face a long and variable development cycle that requires significant resource commitments and a long lead time before we realize revenue.

The development, design and construction process for ADG RNG projects generally lasts between 12 to 24 months on average. Prior to entering into a letter of intent with respect to an ADG RNG project, we typically conduct a preliminary assessment of whether the site is commercially viable based on our expected return on investment, investment payback period, and other operating metrics, as well as whether the necessary permits to develop a project on that site are available. After entering into a project letter of intent, we perform a more detailed review of the site's facilities, including a life-cycle assessment, which serves as the basis for the final specifications of the project. Finally, we negotiate and execute contracts with the site owner and other parties. This extended development process requires the dedication of significant time and resources from our personnel, with no certainty of success or recovery of our expenses. Further, upon commencement of operations, to achieve expected production levels, receive necessary registrations and approvals from the Environmental Protection Agency ("EPA") and CARB it can take an extended period of time that is unpredictable which can impact when and how much revenue is generated. All these factors, and in particular, expenditures on development of projects that will not generate significant revenue in the near term, can contribute to fluctuations in our financial performance and increase the likelihood that our operating results in a particular period will fall below investor expectations.

Livestock waste and dairy farm projects are dependent on LCFS credits and RINs.

Livestock waste and dairy farm projects are heavily dependent on the LCFS credits and, to a lesser extent, RINs for commercial viability. If CARB reduces the CI score that it applies to waste conversion projects, such as dairy digesters, the number of LCFS credits for RNG generated at livestock waste and dairy farm projects will decline. Additionally, revenue from LCFS credits also depends on the price per LCFS credit. LCFS credit prices are driven by various market forces, including the supply of and demand for LCFS credits, which depends on the demand for traditional and other renewable fuels and mandated CI targets, which determine the number of LCFS credits required to offset LCFS deficits. Fluctuations in the price of LCFS credits or the number of LCFS credits assigned will significantly affect the success of our livestock waste and dairy farm projects. RINs and LCFS credit prices have fluctuated in recent years and will likely continue to be volatile. A significant decline in the value of LCFS credits could adversely affect our business, financial condition, and results of operations.

We have a history of losses and may incur additional losses in the future.

We have incurred pre-tax losses in the past, may incur losses in the future, and may never sustain profitability, any of which would adversely affect our business, prospects and financial condition and may cause the price of our common stock to fall. Furthermore, historical losses may not be indicative of future losses, and our future losses may be greater than our past losses. In addition, to try to achieve or sustain profitability, we may choose or be forced to take actions that result in material costs or material asset or goodwill impairments. For instance, we have recorded significant charges in connection with our closure of certain fueling stations, our determination that certain assets were impaired because of the foregoing, and other actions. We review our assets for impairment whenever events or changes in circumstances indicate that the carrying value of an asset or asset group may not be recoverable, and we perform a goodwill impairment test on an annual basis and between annual tests in certain circumstances, in each case in accordance with applicable accounting guidance and as described in the financial statements and related notes included in this report. For example, due to a decline in the market price of our common stock during the first quarter of 2025, we determined that an indicator of potential goodwill impairment existed and as such, we performed an interim goodwill impairment test of our single reporting unit and determined that the carrying value of the Company's single reporting unit exceeded its fair value. A goodwill impairment loss for the Company's single reporting unit was recognized in the amount of $64.3 million in the first quarter of 2025, which comprised the total amount of goodwill of the Company before giving effect to the impairment. In addition, changes to the use of our assets, divestitures, changes to the structure of our business, significant negative industry or economic trends, disruptions to our operations, inability to effectively integrate any acquired businesses, further market capitalization declines, or other similar actions or conditions could result in additional asset impairment or goodwill impairment charges or other adverse consequences, any of which could have material negative effects on our financial condition, our results of operations and the trading price of our common stock.

Any potential future plans for hydrogen and electric vehicle stations may require significant cash investments and management resources and may not meet our expectations.

As operators deploy hydrogen powered vehicles, we may plan to modify our fueling stations, build additional hydrogen stations, and deliver clean hydrogen. Further, we have the capability to add electric charging at our sites, and we believe our RNG can be used to generate clean electricity to power vehicles. These plans would require significant cash investments and management resources and may not meet our expectations with respect to additional sales of our vehicle fuels. We have experience constructing hydrogen fueling stations, but such facilities cost significantly more than traditional RNG vehicle fueling stations. In addition, we have not yet added electric charging capability to any of our stations, and the cost of such capability may be significant. We will need to ensure compliance with all applicable regulatory requirements, including obtaining any required permits and land use rights, which could take considerable time and expense and is subject to the risk that government support in certain areas may be discontinued or further reduced, such as the result of the OBBBA. If we are unable to modify our stations to provide hydrogen or add electric charging to our stations, or if we experience delays in doing so, our stations may be unable to meet our customer demand, which may negatively impact our business, prospects, financial condition, and operating results. Additionally, even if we are able to successfully modify our stations to provide hydrogen or electric charging stations, we will be dependent on the manufacturers of hydrogen and electric vehicles to succeed in our target markets, and we will have no influence over their

activities. See the risks discussed under "*We are dependent on the production of vehicles and engines in our key customer and geographic markets by manufacturers, over which we have no control*," above and elsewhere in these risk factors.

Increases, decreases and general volatility in the prices of RNG, natural gas, crude oil, diesel, renewable diesel and Environmental Credits could adversely affect our business.

The prices of RNG, natural gas, crude oil, diesel, renewable diesel, and Environmental Credits have been volatile, and this volatility may continue to increase. Factors that have caused, and may in the future cause, volatility in the prices of RNG, natural gas, crude oil, diesel, renewable diesel, and Environmental Credits include, among others, changes in supply and availability of crude oil, RNG and other renewable transportation fuels, and natural gas, government regulations, inventory levels, customer demand, price and availability of alternatives, weather conditions, negative publicity about crude oil or natural gas drilling, production or transportation techniques and methods, worldwide economic, military, health and political conditions, transportation costs and the price of foreign imports. If the prices of crude oil and diesel are low or decline, or if the price of RNG or natural gas increases without corresponding increases in the prices of crude oil and diesel or Environmental Credits, we may not be able to offer our customers an attractive price for our vehicle fuels, market adoption of our vehicle fuels could be slowed or limited and we may be forced to reduce the prices at which we sell our vehicle fuels in order to try to attract new customers or prevent the loss of demand from existing customers. Natural gas and crude oil prices are expected to remain volatile for the near future because of market uncertainties over supply and demand, including due to the state of the world economy, geopolitical conditions, tariffs, military conflicts, instability in the Middle East, including the conflict in Iran, as well as instability in other countries that are active oil producers such as Venezuela, energy infrastructure and other factors. Fluctuations in natural gas prices affect the cost to us of the natural gas commodity. High natural gas prices adversely affect our operating margins when we cannot pass the increased costs through to our customers. Conversely, lower natural gas prices reduce our revenue when the commodity cost is passed through to our customers.

Pricing conditions may also exacerbate the cost differential between vehicles that use our fuels and diesel-powered vehicles, which may lead operators to delay or refrain from purchasing or converting to our vehicle fuels. Generally, vehicles that use our fuels cost more initially than diesel-powered vehicles because the components needed for a vehicle to use our fuels add to the vehicle's base cost. Operators then seek to recover the additional base cost over time through a lower cost to use our fuels. Operators may, however, perceive an inability to timely recover these additional initial costs if our vehicle fuels are not available at prices sufficiently lower than diesel. Such an outcome could decrease our potential customer base and harm our business prospects.

We face increasing competition from competitors, many of which have far greater resources, customer bases and brand awareness than we have, and we may not be able to compete effectively with these businesses.

The market for vehicle fuels is highly competitive. The biggest competition for our products is diesel because most vehicles in our key markets are powered by diesel. We also compete with suppliers of other alternative vehicle fuels, including renewable diesel, biodiesel, and ethanol, as well as producers and fuelers of alternative vehicles, including hybrid, electric and hydrogen-powered vehicles. Additionally, our stations compete directly with other natural gas fueling stations and indirectly with electric vehicle charging stations and fueling stations for other vehicle fuels. Many businesses are in the market for RNG and other alternatives for use as vehicle fuel, including alternative vehicle and alternative fuel companies, refuse collectors, industrial gas companies, private equity groups, commodity traders, truck stop and fuel station owners, fuel providers, gas marketers, utilities and their affiliates and other organizations. If the alternative vehicle fuel market grows, the number and type of participants in this market and their level of capital and other commitments to alternative vehicle fuel programs could increase. Many of our competitors have substantially greater customer bases, brand awareness and financial, marketing and other resources than we have. As a result, these competitors may be able to respond more quickly to changes in customer preferences, legal requirements or other industry or regulatory trends; devote greater resources to the development, promotion and sale of their products; adopt more aggressive pricing policies; dedicate more effort to infrastructure and systems development in support of their business or product development activities; implement more robust or creative initiatives to advance customer acceptance of their products; or exert more influence on the regulatory landscape that affects the vehicle fuels market. We expect competition to increase in the vehicle fuels market generally. In addition, if the demand for alternative vehicle fuels, including RNG, increases, then we expect competition

to also increase. Any such increased competition may reduce our customer base and revenue and may lead to increased pricing pressure, reduced operating margins and fewer expansion opportunities.

We rely on information technology in our operations, and any material failure, inadequacy, interruption, or security failure of that technology could harm our business.

Increased global cybersecurity threats and more sophisticated and targeted computer crime pose a risk to the security of our information systems and the confidentiality, availability and integrity of our data. There have been highly publicized cases in which organizations of various types and sizes have reported the unauthorized disclosure of customer or other confidential information, as well as cybersecurity incidents involving the dissemination, theft and destruction of corporate information, intellectual property, cash or other valuable assets. There have also been highly publicized cases in which hackers have requested "ransom" payments in exchange for not disclosing customer or other confidential information or for not disabling the target company's computer or other systems. As cyberattacks become increasingly sophisticated, including through the use of artificial intelligence (AI") technologies such as deepfakes and AI-generated social engineering, the risk of security incidents has increased. Threat actors are also increasingly leveraging AI technologies to develop new attack vectors, exploit vulnerabilities, obscure their activities and increase the difficulty of threat attribution. For example, new AI tools are capable of identifying previously undetected vulnerabilities and creating exposures to zero-day attacks, which may significantly diminish the time frame for us and our third-party providers to detect, respond to and protect our information technology systems. AI and machine learning technologies continue to develop rapidly, and may result in a variety of unforeseen risks.

Implementing security measures designed to prevent, detect, mitigate or correct these or other cybersecurity threats involves significant costs. Despite implementing security measures, we have, from time to time, experienced cyberattacks or other cybersecurity incidents that have threatened our data and information systems. It is possible that future cybersecurity incidents could materially and adversely affect our business. We cannot provide assurance that our safety and security measures will prevent our information systems from improper functioning or damage, or the improper access or disclosure of personally identifiable information such as in the event of cybersecurity incidents. Any information technology security threats that are successful against our security measures could, depending on their nature and scope, lead to the compromise of confidential information, improper use of our systems and networks, manipulation and destruction of data, operational disruptions, and substantial financial outlays. A cybersecurity incident could occur and persist for an extended period without detection, and an investigation of any successful cybersecurity incident would likely require significant time, costs and other resources to complete. We may be required to expend significant financial resources to protect against or to remediate such cybersecurity incidents. In addition, our information technology infrastructure and information systems are vulnerable to damage or interruption from natural disasters, power loss and telecommunications failures.

We rely on third party service providers, software as a service providers, and technologies to operate critical business systems and process sensitive information. Our ability to monitor these third parties' information security practices is limited, and they may not have adequate information security measures in place, or they may suffer unexpected downtime due to power loss, computer system or data network failures. If such third parties experience any security incident or other type of interruption, our information systems may become disabled or inaccessible, disrupting our operations.

Additionally, the integration of Internet of Things ("IoT") and AI technologies into our business operations expose us to various operational, cybersecurity, and regulatory risks. The reliance on IoT and AI systems for critical business operations necessitates high levels of system reliability and performance. Any malfunction, failure, or suboptimal performance of these systems can disrupt business activities, resulting in downtime, reduced productivity, and financial losses. Inaccurate, incomplete, or corrupted data can lead to flawed decision-making, inefficiencies, and potential financial and operational risks. IoT and AI systems also increase our vulnerability to cybersecurity threats. Further, the use of IoT and AI technologies involves collecting and processing large volumes of personal and proprietary data. Any mishandling or unauthorized access to this data can result in privacy breaches, regulatory penalties, and loss of customer trust. The Company must ensure compliance with existing and emerging regulations related to data protection, privacy, and cybersecurity. Non-compliance could result in significant legal and financial penalties and impact business operations. In addition, the regulatory landscape for IoT and AI technologies is evolving rapidly. New laws or regulations governing the

use of AI in jurisdictions in which we operate could require us to modify our practices, increase compliance costs or limit our ability to use AI tools that benefit our operations. The costs of monitoring and responding to such regulations, as well as the consequences of non-compliance, could have a material adverse effect on our business, operations and financial condition.

Any failure to maintain proper function, security and availability of the information systems and the data maintained in those systems we use could interrupt our operations, damage our reputation, subject us to liability claims or regulatory penalties, harm our business relationships or increase our security and insurance costs, which could have a material adverse effect on our business, financial condition and results of operations.

NG Advantage may not be successful.

NG Advantage provides "virtual pipelines" to transport CNG by truck from compression facilities to pipeline interconnects and to industrial and commercial customer users that do not have direct access to natural gas pipelines. NG Advantage faces unique risks, including among others: it has a history of net losses; NG Advantage may need to raise additional capital, which may not be available, may only be available on onerous terms, or may only be available from the Company; the labor market for truck drivers is very competitive, which increases NG Advantage's difficulty in meeting its delivery obligations; NG Advantage often transports CNG in trailers over long distances and these trailers may be involved in accidents; and NG Advantage's CNG trailers may become subject to new or changed regulations that could adversely affect its business. If NG Advantage fails to manage any of these risks, our business, financial condition, liquidity, results of operations, prospects and reputation may be harmed. In addition, we have been a significant source of financing for NG Advantage. If NG Advantage needs to raise additional capital and is not able to obtain financing from external sources, we may need to provide additional debt or equity capital to allow NG Advantage to satisfy its commitments and maintain operations.

Our station construction activities subject us to business and operational risks.

As part of our business activities, we design and construct vehicle fueling stations that we either own and operate ourselves or sell to our customers. These activities require a significant amount of judgment in determining where to build and open fueling stations, including predictions about fuel demand that may not be accurate for any of the locations we target. As a result, we have built stations that we may not open for fueling operations, and we may open stations that fail to generate the volume or profitability levels we anticipate, either or both of which could occur due to a lack of sufficient customer demand at the station locations or for other reasons. For any stations that are completed but unopened, we would have substantial investments in assets that do not produce revenue, and for any stations that are open and underperforming, we may decide to close the stations. We have nearly completed stations that are not open for fueling operations. Some of these stations are subject to agreements that will expire prior to us being able to open such stations and, as a result, we will incur substantial additional costs and non-cash asset impairments or other charges to remove equipment located at such stations, which could cause the price of our common stock to decline. For example, our Liquified Natural Gas Fueling Station and LNG Master Sales Agreement with Pilot Travel Centers, LLC ("Pilot") expired in August 2025 per its terms. In connection with the decision for non-renewal of the Pilot agreement, and subsequent removal of the station equipment and site improvements, the Company recognized $54.4 million, in 2025, associated with accelerated depreciation expense and incremental asset retirement obligation charges.

We also face many operational challenges in connection with our station design and construction activities. For example, we may not be able to identify suitable locations for the stations we or our customers seek to build. Additionally, even if preferred sites can be located, we may encounter land use or zoning difficulties, problems with utility services, challenges obtaining and retaining required permits and approvals or local resistance, including due to reduced operations of permitting agencies because of health crises or budgetary constraints, any of which could prevent us or our customers from building new stations on these sites or limit or restrict the use of new or existing stations. Any such difficulties, resistance or limitations or any failure to comply with local permit, land use or zoning requirements could restrict our activities or expose us to fines, reputational damage or other liabilities, which would harm our business and results of operations. In addition, we act as the general contractor and construction manager for new station construction and facility modification projects, and we typically rely on licensed subcontractors to perform the construction work. We may be liable

for any damage we or our subcontractors cause or for injuries suffered by our employees or our subcontractors' employees during the course of work on our projects.

Additionally, increased and/or new tariffs on equipment supply and raw materials, and shortages of skilled subcontractor labor could significantly delay a project or otherwise increase our costs. For example, the Trump Administration has imposed broad-based tariffs on imports from many countries, including China, Mexico, Canada, Japan, as well as countries of the European Union. Such tariffs are expected to cause the cost of procuring material and equipment used in the construction and development of our stations to significantly increase. Further, our expected profit from a project is based in part on assumptions about the cost of the project, and cost overruns, delays or other execution issues may, in the case of projects we complete and sell to customers, result in our failure to achieve our expected margins or cover our costs, and in the case of projects we build and own, result in our failure to achieve an acceptable rate of return. If any of these events occur, our business, operating results and liquidity could be negatively affected.

We have significant contracts with government entities, which are subject to unique risks.

We have, and expect to continue to seek, long-term fueling station construction, maintenance and fuel sale contracts with various government bodies, which accounted for 30%, 22% and 23% of our revenue in 2023, 2024 and 2025, respectively. In addition to normal business risks, including the other risks discussed in these risk factors, our contracts with government entities are often subject to unique risks, some of which are beyond our control. For example, long-term government contracts and related orders are subject to cancellation if adequate appropriations for subsequent performance periods are not made. Further, the termination of funding for a government program supporting any of our government contracts or any other governmental action that results in reduced support for our government contracts could result in the loss of anticipated future revenue attributable to the contract. Moreover, government entities with which we contract are often able to modify, curtail or terminate contracts with us at their convenience and without prior notice, and would only be required to pay for work completed and commitments made at or prior to the time of termination.

In addition, government contracts are frequently awarded only after competitive bidding processes, which are often protracted. In many cases, unsuccessful bidders for government contracts are provided the opportunity to formally protest the contract awards through various agencies or other administrative and judicial channels. The protest process may substantially delay a successful bidder's contract performance, result in cancellation of the contract award entirely and distract management. As a result, we may not be awarded contracts for which we bid, and substantial delays or cancellation of contracts may follow any successful bids as a result of any protests by other bidders. The occurrence of any of these risks could have a material adverse effect on our results of operations and financial condition.

Our results of operations fluctuate significantly and are difficult to predict.

Our results of operations have historically experienced, and may continue to experience, significant fluctuations as a result of a variety of factors, including, among others, the amount and timing of our vehicle fuel sales, Environmental Credit sales and recognition of government credits, station construction sales, grants and incentives, such as AFTC, which expired on December 31, 2024 and was not renewed; fluctuations in commodity, station construction and labor costs, including as a result of increased and/or new tariffs on equipment supply and raw materials; fluctuations in expenditures and resource commitments due to new ADG RNG project developments; variations in the fair value of certain of our derivative instruments that are recorded in revenue; sales of compressors and other equipment used in RNG production and at fueling stations; the amount and timing of our billing, collections and liability payments; weather and seasonality; contractual developments such as new contracts or renewals, amendments, modifications or terminations of existing contracts; and the other factors described in these risk factors.

Our performance in certain periods has also been affected by transactions or events that have resulted in significant cash or non-cash gains or losses. These or other similar gains or losses may not recur, in the same amounts or at all in future periods. These significant fluctuations in our operating results may render period-to-period comparisons less meaningful, such as with respect to periods impacted by non-cash asset impairment charges related to station closures, and investors in our securities should not rely on the results of one period as an indicator of performance in any other period. Additionally, these fluctuations in our operating results could cause our performance in any period to fall below

the financial guidance we may have provided to the public or the estimates and projections of the investment community, which could negatively affect the price of our common stock.

A pandemic, epidemic or other infectious disease outbreaks may adversely harm our business.

Our business may be adversely impacted by a future pandemic or epidemic, such as the COVID-19 pandemic. For example, as a result of the COVID-19 pandemic, we experienced increased costs on equipment and construction services, and longer lead times on equipment and materials orders. Any future pandemic, epidemic, or infectious disease outbreak could also adversely affect our business through delaying the adoption of our RNG and natural gas vehicle fuels by heavy-duty trucks or delaying increased usage of our vehicle fuels; decreasing the volume of truck and fleet operations, including shuttle buses at airports, refuse trucks, and public transportation generally, and disrupting production of vehicles and engines that use our fuels. Any of the foregoing may result in decreased demand for our vehicle fuels, plant closures, decreased manufacturing capacity, and delays in deliveries, which would negatively impact our business, operations, and financial condition.

Our future success will depend on our ability to attract and retain qualified management, technical, and other personnel.

Our future success is dependent on the services and performance of our executive officers and other key management, engineering, information technology, scientific, manufacturing and operating personnel. The loss of the services of any such personnel could materially adversely affect our business. Our ability to achieve our strategic plans will also depend on our ability to attract and retain additional qualified personnel. Recruiting key personnel in our industry is highly competitive and we cannot assure you that we will be able to do so. Our inability to attract and retain additional qualified personnel, or the departure of key employees, could materially and adversely affect our strategic plans and, therefore, our business, results of operations and financial condition. In addition, our inability to attract and retain sufficient personnel to quickly increase production at our facilities when and if needed to meet increased demand may adversely impact our ability to respond rapidly to any new product, growth or revenue opportunities. In April 2026, Barclay F. Corbus, assumed the role of President and Chief Executive Officer, succeeding Andrew J. Littlefair. Leadership transitions, including changes in the Chief Executive Officer role, can create operational disruption, loss of institutional knowledge, employee attrition, shifts in strategic priorities and uncertainty among customers, suppliers, financing sources and employees. Such transitions may also require time for new leadership to establish relationships, implement strategic and operational changes, and align management teams and organizational processes. If we fail to manage leadership transitions effectively, our business, results of operations and liquidity could be adversely affected.

Risks Related to Our Indebtedness and Other Capital Resources.

We may need to raise additional capital to continue to fund our business, which could have negative effects and may not be available when needed, on acceptable terms or at all.

We require capital to pay for capital expenditures, operating expenses, any mergers, acquisitions or strategic investments, capital calls related to our joint ventures, transactions or relationships we may pursue, and to make principal and interest payments on our indebtedness. If we cannot fund any of these activities with capital on-hand or cash provided by our operations, we may seek additional capital from other sources, such as by selling assets or pursuing debt or equity financing. Asset sales and equity or debt financing may not be available when needed, on terms favorable to us or at all. Any sale of our assets to generate cash proceeds may limit our operational capacity and could limit or eliminate any revenue streams or business plans that are dependent on the sold assets. Any issuances of our common stock or securities convertible into our common stock to raise capital would dilute the ownership interest of our existing stockholders. Any additional debt financing we may pursue could require us to make significant interest or other payments. In addition, higher levels of indebtedness could increase our risk of non-repayment, adversely affect our creditworthiness, and amplify the other risks associated with our existing debt, which are discussed elsewhere in these risk factors. Further, we may incur substantial costs in pursuing any capital-raising transactions, including investment banking, legal and accounting fees. On the other hand, if we are unable to obtain capital in amounts sufficient to fund our obligations, expenses, and strategic initiatives, we could be forced to suspend, delay or curtail our business plans or operating activities or could default on

our contractual commitments. Any such outcome could negatively affect our business, performance, liquidity, and prospects.

Our indebtedness could adversely affect our financial condition or operating flexibility and prevent us from fulfilling our obligations under our credit agreement and other indebtedness we may incur, and we may not generate sufficient cash flow from our business to pay our debt.

On December 12, 2023, we and our wholly-owned direct subsidiary Clean Energy entered into a senior secured first lien term loan agreement (as amended, supplemented or otherwise modified, the "Stonepeak Credit Agreement") with the lenders from time to time party thereto, including certain affiliates of Stonepeak Partners LP ("Stonepeak Partners"), a leading alternative investment firm specializing in infrastructure and real assets, and Alter Domus Products Corp., as the administrative agent for the lenders and collateral agent for the secured parties, pursuant to which the Lenders funded a $300,000,000 senior secured term loan. As of September 30, 2026, we had total consolidated indebtedness of $219.2 million, net of debt discount, and we may incur additional debt in the future. Our outstanding and any future indebtedness could make us more vulnerable to adverse changes in general U.S. and worldwide economic conditions, including rising interest rates, regulatory, and competitive conditions, limit our flexibility to plan for or react to changes in our business or industry, place us at a disadvantage compared to our competitors that have less debt, or limit our ability to borrow or otherwise raise additional capital as needed.

Our payments of amounts owed under our Stonepeak Credit Agreement will reduce our cash resources available for other purposes, including pursuing strategic initiatives, transactions or other opportunities, satisfying our other commitments, and generally supporting our operations. Moreover, our ability to make these payments depends on our future performance, which is subject to economic, financial, competitive and other factors, including those described in these risk factors, and many of which are beyond our control. Our business may not generate sufficient cash from operations to service our debt. If we cannot meet our debt obligations from our operating cash flows, we may pursue one or more alternative measures. Any repayment of our debt with equity, however, would dilute the ownership interests of our existing stockholders. We are permitted under the Stonepeak Credit Agreement to incur additional debt under certain conditions. If new debt were to be incurred in the future, the related risks that we now face could intensify. The Stonepeak Credit Agreement requires us and our subsidiaries, on a consolidated basis, to comply with a maximum total net leverage ratio, a minimum interest coverage ratio, and a minimum liquidity test. In addition, the Stonepeak Credit Agreement contains certain covenants that limit or restrict our and our subsidiaries' ability to incur liens, incur indebtedness, dispose of assets, make investments, make certain restricted payments, merge or consolidate, amend our charter documents and certain other agreements, and enter into speculative hedging arrangements. In the event of any default on our debt obligations, the holders of the indebtedness could, among other things, declare all amounts owed immediately due and payable and foreclose on our assets that serve as collateral. Any such declaration could deplete all or a large portion of our available cash flow, and thereby reduce the amount of cash available to pursue our business plans or force us into bankruptcy or liquidation.

Our warranty reserves may not adequately cover our warranty obligations, which could result in unexpected costs.

We provide product warranties with varying terms and durations for the stations we build and sell, and we establish reserves for the estimated liability associated with these warranties. Our warranty reserves are based on historical trends and any specifically identified warranty issues known to us, and the amounts estimated for these reserves could differ materially from the warranty costs we may actually incur. We would be adversely affected by an increase in the rate or volume of warranty claims or the amounts involved in warranty claims, any of which could increase our costs beyond our established reserves and cause our cash position and financial condition to suffer.

Risks Related to Environmental Health and Safety and Governmental and Environmental Regulations

Our business is influenced by environmental, tax and other government regulations, programs and incentives that promote our vehicle fuels, and their modification or repeal could negatively affect our business.

Our business is influenced by federal, state, and local tax credits, rebates, grants and other government programs and incentives that promote or exclude the use of our vehicle fuels. These include various government programs that make

grant funds available from the purchase of vehicles and construction of fueling stations or dairy digesters, as well as the AFTC, which expired on December 31, 2024 and was not renewed, under which we generated revenue for our vehicle fuel sales. For example, the OBBBA, which was signed into law on July 4, 2025, includes a number of restrictions and additional requirements on the ability of taxpayers to claim or transfer certain tax credits historically claimed by the Company. Many of these additional requirements will be subject to future guidance issued by the U.S. Treasury Department. The effect of the OBBBA and any such subsequent guidance could impact our ability to claim such tax credits and may adversely impact our financial results. Additionally, our business is influenced by laws, rules and regulations that require reductions in carbon emissions and/or the use of renewable fuels, such as the programs under which we generate Environmental Credits.

These programs and regulations, which have the effect of encouraging the use of RNG as a vehicle fuel, have and could in the future expire or be repealed or amended for a variety of reasons. For example, parties with an interest in gasoline and diesel, electric or other alternative vehicles or vehicle fuels, including lawmakers, regulators, policymakers, environmental or advocacy organizations, producers of alternative vehicles or vehicle fuels, or other powerful groups, may invest significant time and money in efforts to delay, repeal or otherwise negatively influence regulations and programs that promote RNG. Many of these parties have substantially greater resources and influence than we have. Further, challenges to agencies' rules and regulations and their interpretations of such rules and regulations, and changes in federal, state or local political, social or economic conditions, including as a result of a lack of legislative focus on these programs and regulations or prolonged U.S. government shutdown, could result in their modification, delayed adoption or repeal. For example, the Inflation Reduction Act of 2022 ("IRA") contains credits and tax incentives that have been and may in the future be beneficial to us but an executive order issued by President Trump in January 2025 (the "January 2025 Executive Order") has paused disbursement of certain funds under the IRA and there can be no assurance that we will be able to continue to benefit from such credits and tax incentives in the future.

We cannot predict which additional measures may be adopted or the impact of current and additional measures on the programs and regulations we rely on, such as Environmental Credits, which could have a material adverse effect on our business, financial condition and results of operations. Any failure to adopt, delay in implementing, expiration, repeal or modification of these programs and regulations, or the adoption of any programs or regulations that encourage the use of other alternative fuels or alternative vehicles over RNG, could reduce the market for RNG as a vehicle fuel and harm our operating results, liquidity, and financial condition.

To benefit from Environmental Credits, RNG projects are required to be registered and are subject to audit.

Our RNG projects are required to be registered with the EPA and relevant state regulatory agencies. Further, we qualify our RINs through a voluntary Quality Assurance Plan, which typically takes from three to five months from first injection of RNG into the commercial pipeline system. We also must certify RNG pathways with CARB, which typically takes from 15 to 18 months from first injection of RNG into the commercial pipeline system. Delays in obtaining registration, RIN qualification, and any LCFS credit qualification of a new project could delay future revenues from a project and could adversely affect our cash flow. Further, we may make large investments in projects prior to receiving the regulatory approval and RIN qualification. By registering RNG projects with the EPA's voluntary Quality Assurance Plan and by establishing RNG pathways under CARB's LCFS program, we are subject to third-party audits and on-site visits of projects to validate generated RINs and overall compliance with the federal renewable fuel standard and the LCFS. We are also subject to a separate third party's annual attestation review. The Quality Assurance Plan provides a process for RIN owners to follow, for an affirmative defense to civil liability, if used or transferred Quality Assurance Plan verified RINs were invalidly generated. A project's failure to comply could result in remedial action, including penalties, fines, retirement of RINs, or termination of the project's registration, any of which could adversely affect our business, financial condition and results of operations.

Our business could be negatively affected by federal or state laws, orders or regulations mandating new or additional limits on GHG emissions, "tailpipe" emissions or internal combustion engines.

Federal or state laws, orders or regulations have been adopted, such as California's AB 32 cap and trade law, and may in the future be adopted that impose limits on GHG emissions or otherwise require the adoption of zero-emission electric vehicles. The effects of GHG emission limits on our business are subject to significant uncertainties based on,

among other things, the timing of any requirements, the required levels of emission reductions, the nature of any market-based or tax-based mechanisms adopted to facilitate reductions, the relative availability of GHG emission reduction offsets, the development of cost-effective, commercial-scale carbon capture and storage technology and supporting regulations and liability mitigation measures, the range of available compliance alternatives, and our ability to demonstrate that our vehicle fuels qualify as a compliance alternative under any statutory or regulatory programs to limit GHG emissions. If our vehicle fuels are not able to meet GHG emission limits or perform as well as other alternative fuels and vehicles, our solutions could be less competitive. Furthermore, additional federal or state taxes could be implemented on "tailpipe" emissions or on methane emissions generally, which would have a negative impact on the cost of our vehicle fuels, as compared to vehicle fuels that do not generate tailpipe emissions.

In June 2020, CARB adopted the Advanced Clean Trucks (the "ACT") regulation, which requires manufacturers to sell a gradually increasing proportion of zero-emission electric trucks, vans and pickup trucks from 2024 onwards. By the year 2045, the ACT seeks to have every new commercial vehicle sold in California be zero-emissions. In April 2025, Congress voted to repeal the federal waiver for the ACT, and the State of California subsequently filed a lawsuit with the intent of preserving the regulation. The timing of resolution of the litigation is uncertain, and absent a legal victory, California will face difficulties in implementing any provisions of the ACT. Further, in September 2020, the Governor of the State of California issued an executive order (the "September 2020 Executive Order") providing that it shall be the goal of California that (i) 100% of in-state sales of new passenger cars and trucks will be zero-emission by 2035, (ii) 100% of medium- and heavy-duty vehicles in California will be zero-emission by 2045 for all operations, where feasible, and by 2035 for drayage trucks, and (iii) the state will transition to 100% zero-emission off-road vehicles and equipment by 2035 where feasible. The September 2020 Executive Order also directed CARB to develop and propose regulations and strategies aimed at achieving the foregoing goals. In June 2025, the Governor of the State of California issued an executive order following federal appeal of the ACT, reaffirming the State's commitment to accelerate the deployment of zero-emission technologies, including passenger, medium, and heavy duty vehicles, consistent with the deployment targets and other actions directed in the 2020 Executive Order, to the extent consistent with state law and other requirements (the "June 2025 Executive Order"). In April 2023, CARB adopted the Advanced Clean Fleets (the "ACF") regulation, which requires all public transit truck fleets, including municipal and other governments, be zero emission by 2042. The ACF regulation also sought to end the sale of combustion trucks in California in 2036. The ACF did not receive a federal EPA waiver and CARB chose to withdraw the ACF's waiver application in January 2025. In September 2025, CARB repealed the ACF provisions concerning high-priority fleets and drayage vehicles. As it stands now, the ACF can only legally mandate state and local government fleets to purchase zero emission trucks which may be insufficient to sustain the manufacturing numbers required by the ACF over time.

Among other things, we believe the intent of the ACT, the September 2020 Executive Order, the June 2025 Executive Order, and the remaining provisions of the ACF regulation, is to limit and ultimately discontinue the production and use of internal combustion engines because such engines have "tailpipe" emissions. Implementation of such regulations, and the continued uncertainty about potential future regulations and executive actions may slow, delay or prevent the adoption by fleets and other commercial customers of our vehicle fuels, particularly in California. Moreover, other states have enacted, or have taken steps to enact, similar regulations, which may slow, delay, change, or prevent the adoption of our vehicle fuels in those states as well. These actions could result in state funding and incentive programs being directed only to the adoption of zero emission vehicles.

Our business is subject to a variety of government regulations, including environmental regulations, which may restrict our operations and result in costs and penalties or otherwise adversely affect our business and ability to compete.

We are subject to a variety of federal, state and local laws and regulations relating to the environment, health and safety, labor and employment, building codes and construction, zoning and land use, the government procurement process, any political activities or lobbying in which we may engage, public reporting and taxation, among others. It is difficult and costly to manage the requirements of every authority having jurisdiction over our various activities and to comply with their varying standards. Many of these laws and regulations are complex, change frequently, may be unclear and difficult to interpret and have become more stringent over time. Any changes to existing regulations, adoption of new regulations, or judicial rulings regarding such regulations, may result in significant additional expense to us or our customers. For example, our operations are and will be subject to federal, state and local environmental laws and regulations, including laws relating to the use, handling, storage, disposal of and human exposure to hazardous materials. Contamination at

properties we own or operate, will own or operate, or formerly owned or operated to which hazardous substances were sent by us, are subject to the Comprehensive Environmental Response, Compensation and Liability Act, which can impose liability for the full amount of remediation-related costs without regard to fault, for the investigation and cleanup of contaminated soil and ground water, for impacts to human health and for damages to natural resources.

Further, from time to time, as part of the regular evaluation of our operations, including newly acquired or developing operations, we may be subject to compliance audits by regulatory authorities, which may distract management from our revenue-generating activities and involve significant costs and use of other resources. Also, we often need to obtain facility permits or licenses to address, among other things, storm water or wastewater discharges, waste handling and air emissions in connection with our operations, which may subject us to onerous or costly permitting conditions or delays if permits cannot be timely obtained. Our failure to comply with any applicable laws and regulations could result in property damage, bodily injury or a variety of administrative, civil and criminal enforcement measures, including, among others, assessment of monetary penalties, imposition of corrective requirements, including cleanup costs, or prohibition from providing services to government entities. If any of these enforcement measures were imposed on us, our business, financial condition, and performance could be negatively affected.

Our operations entail inherent safety and environmental risks, which may result in substantial liability to us.

Our operations entail inherent safety risks, including risks associated with equipment defects, malfunctions, failures, and misuses. For example, operation of LNG pumps requires special training because of the extremely low temperatures of LNG. Also, LNG tanker trailers and CNG fuel tanks and trailers could rupture if involved in accidents or improper maintenance or installation. Further, improper refueling of vehicles that use our fuels or operation of vehicle fueling stations could result in sudden releases of pressure that could cause explosions. In addition, our operations may result in the venting of methane, which is flammable and is a potent GHG. These safety and environmental risks could result in uncontrollable flows of our fuels, fires, explosions, death, or serious injury, any of which may expose us to liability for personal injury, wrongful death, property damage, pollution and other environmental damage. We may incur substantial liability and costs if any such damages are not covered by insurance or are more than our policy limits, or if environmental damage causes us to violate applicable GHG emissions or other environmental laws. Additionally, the occurrence of any of these events with respect to our fueling stations or our other operations could materially harm our business and reputation. Moreover, the occurrence of any of these events to any other organization in our vehicle fuel business could harm our industry generally by negatively affecting perceptions about, and adoption levels of, our vehicle fuels.

Risks Related to Our Common Stock

A significant portion of our outstanding common stock is owned or otherwise subject to acquisition by three equityholders, each of which may have interests that differ from the Company's other stockholders and which now or in the future may be able to influence the Company's corporate decisions, including a change of control.

Total Marketing Services, S.A.S ("TMS"), a wholly owned subsidiary of TotalEnergies, owned approximately 19% of our outstanding shares of common stock as of September 30, 2026. In addition, TotalEnergies was granted certain special rights that our other stockholders do not have in connection with its acquisition of this ownership position, including the right to designate two individuals to serve as directors of our Company and a third individual to serve as an observer on certain of our board committees. The Amazon Warrant (as defined in Note 14 – Stock-Based Compensation to the accompanying financial statements) was immediately exercisable by Amazon Holdings for 4.999% of our outstanding common stock when issued. Subject to additional vesting through fuel purchase from the Company pursuant to the Fuel Agreement, the Amazon Warrant will be exercisable for up to 19.999% of our outstanding common stock on a fully diluted basis (determined at the time of issuance), subject to certain anti-dilution provisions, and Amazon Holding's beneficial ownership will initially be contractually limited to the beneficial ownership limitation unless Amazon Holdings gives the Company 61 days' notice that it is waiving such limitation. The Stonepeak Warrant (as defined in Note 15 – Stockholders' Equity to the accompanying financial statements) is exercisable at any time for up to 9.999% of our common stock outstanding immediately after giving effect to such exercise, and Stonepeak's beneficial ownership will initially be contractually limited to such beneficial ownership limitation unless Stonepeak gives the Company 61 days' notice that it is waiving such limitation. TotalEnergies or other current or future large stockholders may be able to influence or control matters requiring approval by our stockholders, including the election of directors, mergers and acquisitions, or other

extraordinary transactions. Large stockholders may have interests that differ from other stockholders and may vote or otherwise act in ways with which the Company or other stockholders disagree or that may be adverse to your interests. A concentration of stock ownership may also have the effect of delaying, preventing or deterring a change of control of our Company, which could deprive our stockholders of an opportunity to receive a premium for their shares of our common stock as part of a sale of our Company and could affect the market price of our common stock. Conversely, such a concentration of stock ownership may facilitate a change of control under terms other stockholders may not find favorable or at a time when other stockholders may prefer not to sell.

Sales of our common stock, or the perception that such sales may occur, could cause the market price of our stock to drop significantly, regardless of the state of our business.

All outstanding shares of our common stock are eligible for sale in the public market, subject in certain cases to the requirements of Rule 144 under the Securities Act. Also, shares of our common stock that may be issued upon the exercise, vesting or conversion of our outstanding stock options and restricted stock units may be eligible for sale in the public market, to the extent permitted by Rule 144 and the provisions of the applicable stock option and restricted stock unit agreements or if such shares have been registered under the Securities Act. Sales of large amounts of our common stock by large stockholders, or the perception that such sales may occur, could cause the market price of our common stock to decline, regardless of the state of the Company's business. On February 27, 2026, TMS filed a Schedule 13D/A disclosing it had entered into a Rule 10b5-1 sale plan agreement to dispose of up to 6,164,720 shares of our common stock held by TMS. Our common stock held by TMS, our common stock underlying the Amazon Warrant, and our common stock underlying the Stonepeak Warrant may be sold in the public market under Rule 144 or in registered sales or offerings pursuant to registration rights held by each entity. If these shares are sold, or if it is perceived that they may be sold, in the public market, the trading price of our common stock could decline.

The price of our common stock may continue to fluctuate significantly, and you could lose all or part of your investment.

The market price of our common stock has experienced, and may continue to experience, significant volatility. Factors that may cause volatility in the price of our common stock, many of which are beyond our control, include, among others, the following: the factors that may influence the adoption of our vehicle fuels, as discussed elsewhere in these risk factors; our ability to implement our business plans and initiatives and their anticipated, perceived or actual level of success; failure to meet or exceed any financial guidance we have provided to the public or the estimates and projections of the investment community; the market's perception of the success and importance of any of our acquisitions, divestitures, investments or other strategic relationships or transactions; the amount and timing of sales of, and prices for, Environmental Credits; actions taken by state or federal governments to mandate or otherwise promote or incentivize alternative vehicles or vehicle fuels over, or to the exclusion of, RNG; technical factors in the public trading market for our common stock that may produce price movements that may or may not comport with macro, industry or company-specific fundamentals, including, without limitation, the sentiment of retail investors (including as may be expressed on financial trading and other social media sites and other means of shareholder engagement with one another and the Company) and investor response to Company disclosures, the amount and status of short interest in our common stock, access to margin debt, and trading in options and other derivatives on our common stock; changes in political, regulatory, health, economic and market conditions; and a change in the trading volume of our common stock.

In addition, the securities markets have from time-to-time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular companies, but which have affected the market prices of these companies' securities. These market fluctuations may also materially and adversely affect the market price of our common stock. Volatility or declines in the market price of our common stock could have other negative consequences, including, among others, further impairments to our assets, potential impairments to our goodwill and a reduced ability to use our common stock for capital-raising, acquisitions or other purposes. The occurrence of any of these risks could materially and adversely affect our financial condition, results of operations and liquidity and could cause further declines in the market price of our common stock.

Item 2.—Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3.—Defaults Upon Senior Securities

None.

Item 4.—Mine Safety Disclosures

None.

Item 5. —Other Information

None.

Item 6.—Exhibits

The information required by this Item 6 is set forth on the Exhibit Index that immediately precedes the signature page to this report and is incorporated herein by reference.

EXHIBIT INDEX

Exhibit Number	Description
10.1+	Employment Agreement by and between the Company and Jason J. Armstrong, dated as of October 6, 2026 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on October 6, 2026).
31.1*	Certification of Barclay F. Corbus, President and Chief Executive Officer, pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Jason J. Armstrong, Chief Financial Officer, pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Barclay F. Corbus, President and Chief Executive Officer, and Jason J. Armstrong, Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101*	The following materials from the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2026, formatted in iXBRL (Inline eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets as of December 31, 2025 and September 30, 2026; (ii) Condensed Consolidated Statements of Operations for the Three and Nine months ended September 30, 2025 and 2026; (iii) Condensed Consolidated Statements of Comprehensive Loss for the Three and Nine months ended September 30, 2025 and 2026; (iv) Condensed Consolidated Statements of Stockholders' Equity for the Three and Nine months ended September 30, 2025 and 2026; (v) Condensed Consolidated Statements of Cash Flows for the Nine months ended September 30, 2025 and 2026; and (vi) Notes to Condensed Consolidated Financial Statements.
104*	Cover Page Interactive Data File (formatted as iXBRL and contained in Exhibit 101).

\+ Management contract or compensatory plan or arrangement.

* Filed herewith.

** Pursuant to Item 601(b)(32)(ii) of Regulation S-K (17 C.F.R. § 229.601(b)(32)(ii)), this certification is deemed furnished, not filed, for purposes of Section 18 of the Exchange Act, nor is it otherwise subject to liability under that section. It will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except if the registrant specifically incorporates it by reference.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CLEAN ENERGY FUELS CORP.

Date: November 5, 2026

By: /s/ JASON J. ARMSTRONG
Jason J. Armstrong
Chief Financial Officer
(Principal financial officer and duly authorized to sign on behalf of the registrant)