

BLUESCAPE OPPORTUNITIES ACQUISITION CORP.
COMPENSATION COMMITTEE CHARTER
EFFECTIVE SEPTEMBER 3, 2020

The Compensation Committee (the "Committee") is a committee of the Board of Directors (the "Board") of Bluescape Opportunities Acquisition Corp. (the "Company").

1. **PURPOSE.** The Committee is appointed by the Board to carry out the responsibilities delegated by the Board relating to the review and determination of executive compensation.
2. **COMMITTEE MEMBERSHIP.**
 - 2.1. **Composition.** The Board shall appoint the members of the Committee. The Committee shall consist of no fewer than three members (subject to any phase-in exemption for newly listed companies). Any member may be removed from the Committee by the Board, with or without cause, at any time, by a majority vote of the Board. Any vacancy on the Committee shall be filled by a majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.
 - 2.2. **Chair.** Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote. The Chair of the Committee shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas for meetings, and determine the Committee's information needs, except as otherwise provided by the Board or the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.
 - 2.3. **Independence.** Each member of the Committee shall be an "independent" director in accordance with the applicable listing standards of the New York Stock Exchange ("NYSE"), including standards specifically applicable to compensation committee members, subject to any exceptions or cure periods that are applicable pursuant to the foregoing requirements and the phase-in periods permitted under the rules of the NYSE under which the Committee is required to have only one independent member at the time of listing, a majority of independent members within 90 days of listing, and all independent members within one year of listing. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.
 - 2.4. At least two members of the Committee must qualify as "non-employee directors" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").
3. **AUTHORITY.**
 - 3.1. In discharging its role, the Committee is empowered to inquire into any matter that it considers appropriate to carry out its responsibilities, with access to all books, records, facilities, and personnel of the Company. And, subject to the direction of the Board, the Committee is authorized and delegated the authority to act on behalf of the Board with respect to any matter it determines to be necessary or appropriate to the accomplishment of its purposes.
 - 3.2. The Committee shall have the authority, in its sole discretion, to select, retain, and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of the compensation consultant.
 - 3.3. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under

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this Charter. The Committee shall set the compensation and oversee the work of its outside legal counsel and other advisors.

- 3.4. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel, and any other advisors. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel, or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.
- 3.5. In selecting compensation advisers, the compensation committee must take into consideration all factors relevant to that person's independence from management, including: (a) the provision of other services to the listed company by the person that employs the compensation adviser; (b) the amount of fees received from the Company by the person that employs the compensation adviser, as a percentage of that person's total revenue; (c) the conflict of interest policies and procedures of the person that employs the compensation adviser; (d) any relationship of the compensation adviser with a member of the compensation committee; (e) any stock of the Company owned by the compensation adviser; and (f) any business or personal relationship of the compensation adviser with an executive officer of the Company, or any other factors specified in the listing standards of the NYSE. The Committee may retain, or receive advice from, any compensation advisor they prefer, including ones who are not independent, after considering the specified factors. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms, or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.
- 3.6. The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

4. COMMITTEE MEETINGS.

- 4.1. The Committee currently plans at least four meetings each year, with further meetings to occur (or action to be taken by unanimous consent) at the discretion of the Chair of the Committee.
- 4.2. The Committee shall establish its schedule of meetings. The Committee may also act by unanimous written consent of its members.
- 4.3. Notice of meetings shall be given to all Committee members or may be waived, in the same manner as required for meetings of the Board. Meetings of the Committee may be held by means of conference telephone or other communications equipment which all persons participating in the meeting can hear and speak with one another. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

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- 4.4. The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the Chief Executive Officer and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.
5. **DELEGATION.** The Committee, by resolution approved by a majority of the Committee, may form and delegate any of its responsibilities to a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the SEC and the NYSE.
6. **KEY RESPONSIBILITIES.** The following responsibilities are set forth as a guide for fulfilling the Committee's purposes in such manner as the Committee determines is appropriate:
- 6.1. To review and approve annually the corporate goals and objectives applicable to the compensation of the Chief Executive Officer ("CEO"), evaluate at least annually the CEO's performance in light of those goals and objectives, and determine and approve the CEO's compensation level based on this evaluation.
- 6.2. To review and make recommendations to the Board regarding the compensation of all other executive officers.
- 6.3. To review and make recommendations to the Board regarding incentive compensation plans and equity-based plans, which includes the ability to adopt, amend, and terminate such plans.
- 6.4. To review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information, recommend that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.
- 6.5. To review and make recommendations to the Board regarding any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
- 6.6. With respect to any compensation consultant who has been engaged to make determinations or recommendations on the amount or form of executive or director compensation: (a) annually, or from time to time as the Committee deems appropriate, assess whether the work of any such compensation consultant (whether retained by the compensation committee or management) has raised any conflicts of interest, and (b) review the engagement and the nature of any additional services provided by such compensation consultant to the Committee or management, as well as all remuneration provided to such consultant.
- 6.7. To review this Charter at least annually and recommend any proposed changes to the Board for approval.
- 6.8. To conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this charter and recommend to the Board such amendments of this charter as the Committee deems appropriate.

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- 6.9. To report regularly to the Board on Committee findings and recommendations and any other matters the Committee deems appropriate or the Board requests and maintain minutes or other records of Committee meetings and activities.
- 6.10. To undertake such other responsibilities or tasks as the Board may delegate or assign to the Committee from time to time.