

Clean Coal Technologies Inc.
Form DEF 14A
May 20, 2014

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange
Act of 1934

Filed by the Registrant x
Filed by a Party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement
- o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Pursuant to Sec.240.14a-11(c) or Sec.240.14a-12

Clean Coal Technologies, Inc.

(Name of Registrant as Specified in Charter)

n/a

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- x No fee required
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and O-11.

- (1) Title of each class of securities to which transaction applies: n/a
- (2) Aggregate number of Securities to which transaction applies: n/a
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule O-11 (set forth the amount on which the filing fee is calculated and state how it was determined): n/a
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- (1) Amount Previously Paid: n/a
 - (2) Form, Schedule or Registration Statement No.: n/a
 - (3) Filing: n/a
 - (4) Date: n/a
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CLEAN COAL TECHNOLOGIES, INC.
295 Madison Avenue (12th Floor)
New York, NY 10017

May 5, 2014

To Our Stockholders:

You are cordially invited to join the 2014 Annual Meeting of Stockholders of Clean Coal Technologies, Inc. (the “Annual Meeting”) to be held at Doubletree by Hilton Metropolitan New York, 569 Lexington Ave, New York, NY 10022, on June 25, 2014 at 10:00 a.m., Eastern Time. For directions to attend the meeting and vote in person, please visit our proxy website at <https://www.proxyvote.com> or call 1800-690-6903

The attached Notice of Annual Meeting and Proxy Statement describe the matters proposed by the Board of Directors to be considered and voted upon by our stockholders at the Annual Meeting.

For the Annual Meeting, we are taking advantage of the Securities and Exchange Commission’s Notice and Access proxy rule, which allows companies to furnish proxy materials via the internet as an alternative to the traditional approach of mailing a printed set to each stockholder. We believe this approach provides you, as our stockholders, the proxy materials you need while reducing printing and postage costs associated with delivery and reducing the environmental impact of the Annual Meeting. In accordance with these rules, we have sent a Notice of Internet Availability to our stockholders who have not previously elected to receive a printed set of proxy materials. The Notice of Internet Availability contains instructions on how to access our proxy statement and annual report, as well as how to vote online, by telephone, or in person at the Annual Meeting.

Your vote is important. Whether you own relatively few or a large number of shares of our stock, it is important that your shares be represented and voted at the Annual Meeting.

PLEASE VOTE YOUR SHARES ONLINE OR, IF YOU REQUESTED AND RECEIVED A PRINTED SET OF PROXY MATERIALS BY MAIL, BY RETURNING THE ACCOMPANYING PROXY CARD. FURTHER INSTRUCTIONS ON HOW TO VOTE YOUR SHARES CAN BE FOUND IN OUR PROXY STATEMENT.

Thank you for your support of our company.

/s/Robin Eves
Robin Eves, President and Chief Executive Officer
New York, New York
DATED: May 5, 2014

CLEAN COAL TECHNOLOGIES, INC.
295 Madison Avenue (12th Floor)
New York, NY 10017

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD JUNE 25, 2014

TO THE STOCKHOLDERS OF CLEAN COAL TECHNOLOGIES, INC.:

The 2014 Annual Meeting of the Stockholders (the “Annual Meeting”) of Clean Coal Technologies, Inc. (the “Company,” “we,” “us” or “our”) will be held at Doubletree by Hilton Metropolitan New York, 569 Lexington Ave, New York, NY 10022, on Wednesday, June 25, 2014 at 10:00 am, Eastern Time, to:

1. Elect four directors to serve until the 2015 Annual Meeting of Stockholders
2. Advise us as to whether you approve the compensation of our named executive officers (Say-on-Pay);
3. Advise us as to whether you prefer a vote to advise us on the compensation of our named executive officers every year, every two years or every three years (Say-on-Pay Frequency);
4. Ratify the selection of MaloneBailey, LLP as the Company’s independent auditor for the Company’s fiscal year ending December 31, 2014; and
5. Transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

The foregoing matters are described in more detail in the accompanying Proxy Statement.

For the Annual Meeting, instead of mailing a printed copy of our proxy materials (including our annual report) to each stockholder of record, we are providing access to these materials via the Internet. Accordingly, on May 5, 2014, we began mailing a Notice of Internet Availability of Proxy Materials (the “Notice”) to all stockholders of record as of April 30, 2014, and posted our proxy materials on the website as described in the Notice. As explained in greater detail in the Notice, all stockholders may access our proxy materials on our website or may request a printed set of our proxy materials. In addition, the Notice and website provide information on how to request all future proxy materials in printed form or electronically.

YOUR VOTE IS IMPORTANT. IF YOU ARE UNABLE TO ATTEND IN PERSON AND WISH TO HAVE YOUR SHARES VOTED, PLEASE VOTE AS SOON AS POSSIBLE, WHETHER ONLINE, BY TELEPHONE OR BY RETURNING A PROXY CARD SENT TO YOU IN RESPONSE TO YOUR REQUEST FOR PRINTED PROXY MATERIALS.

CLEAN COAL TECHNOLOGIES, INC.
BY ORDER OF THE BOARD OF DIRECTORS

/s/Robin Eves
Robin Eves, President and Chief Executive Officer
New York, New York
DATED: May 5, 2014

CLEAN COAL TECHNOLOGIES, INC.
295 Madison Avenue (12th Floor)
New York, NY 10017

PROXY STATEMENT

This proxy statement is furnished to stockholders of Clean Coal Technologies, Inc. (the “Company,” “we,” “us” or “our”) in connection with the solicitation of proxies on behalf of the management of the Company, to be voted at the 2014 Annual Meeting of the Stockholders (the “Annual Meeting”) to be held at Doubletree by Hilton Metropolitan New York, 569 Lexington Ave, New York, NY 10022, on Wednesday, June 25, 2014, at 10:00 am, Eastern Time. The enclosed proxy, when properly executed and returned in a timely manner, will be voted at the Annual Meeting in accordance with the directions set forth thereon. If no instructions are indicated on the enclosed proxy, at the Annual Meeting the proxy will be voted affirmatively to:

1. Elect four directors to serve until the 2015 Annual Meeting of Stockholders;
2. Advise us as to whether you approve the compensation of our named executive officers (Say-on-Pay);
3. Advise us as to whether you prefer a vote to advise us on the compensation of our named executive officers every year, every two years or every three years (Say-on-Pay Frequency);
4. Ratify the selection of MaloneBailey, LLP as the Company’s independent auditor for the Company’s fiscal year ending December 31, 2014; and
5. Transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

The enclosed proxy, even though executed and returned to the Company, may be revoked by the stockholder at any time before it is voted, either by giving a written notice mailed or delivered to the secretary of the Company, by submitting a new proxy bearing a later date, or by voting in person at the Annual Meeting. If the proxy is returned to the Company without specific direction, the proxy will be voted in accordance with the Board of Directors’ recommendations as set forth herein.

The entire expense of this proxy solicitation, estimated at \$35,000, will be borne by the Company. In addition to this solicitation, in order to ensure that a quorum is represented at the Annual Meeting, officers, directors, and regular employees of the Company, who will receive no extra compensation for such services, may solicit proxies by mail, telephone, or in person.

Only stockholders of record at the close of business on April 30, 2014 (the “Record Date”), are entitled to vote at the Annual Meeting. Each stockholder has the right to one vote for each share of the Company’s common stock owned. Cumulative voting is not provided for.

Management encourages all stockholders to attend the Annual Meeting in person. All holders of the Company’s common stock (whether or not they expect to attend the Annual Meeting) are requested to complete, sign, date and promptly return the proxy form enclosed with this Notice. Holders of more than 50% of the Company’s 26,359,469 issued and outstanding shares of common stock must be represented at the Annual Meeting to constitute a quorum for conducting business.

For the Annual Meeting, instead of mailing a printed copy of our proxy materials (including our annual report) to each stockholder of record, we are providing access to these materials via the internet. Accordingly, on May 5, 2014, we

began mailing the Notice of Internet Availability of Proxy Materials to all stockholders of record as of the Record Date, and posted our proxy materials on the website as described in the Notice of Internet Availability of Proxy Materials. As explained in greater detail in the Notice of Internet Availability of Proxy Materials, all stockholders may access our proxy materials on our website or may request a printed set of our proxy materials. In addition, the Notice of Internet Availability of Proxy Materials and website provide information on how to request to receive all future proxy materials in printed form or electronically.

IMPORTANT

If your shares are held in the name of a brokerage firm, nominee, or other institution, you are considered the beneficial owner of shares held in street name. As the beneficial owner, you have the right to direct your broker, nominee or other institution how to vote your shares. However, since you are not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you bring with you a legal proxy from the stockholder of record. Please promptly contact the person responsible for your account and give instructions for your shares to be voted.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

Why am I receiving these proxy materials?

You are receiving these proxy materials because you owned shares of common stock of our company, Clean Coal Technologies, Inc. (the “Company”), at the close of business on April 30, 2014 (the “Record Date”), and, therefore, are eligible to vote at the Company’s 2014 annual meeting of stockholders (the “Annual Meeting”). Our Board of Directors (the “Board”) is soliciting your proxy to vote at the Annual Meeting.

Why did I receive the one-page Notice of Internet Availability of Proxy Materials?

Since we are providing proxy materials to you primarily via the Internet, instead of mailing printed copies to each owner of our common stock, you received a one-page Notice of Internet Availability of Proxy Materials. The Notice of Internet Availability of Proxy Materials was mailed to stockholders on or about May 5, 2014. The Notice directs you to a website where you can view our proxy materials, including the proxy statement and our annual report, and cast your vote. If you would like to obtain a paper copy of the proxy materials, including our annual report, please follow the instructions on the Notice of Internet Availability of Proxy Materials.

On what matters will I be voting?

At the Annual Meeting, our stockholders will be asked to (1) elect four directors to serve until the 2015 Annual Meeting of Stockholders, (2) advise us as to whether you approve the compensation of our named executive officers (Say-on-Pay), (3) advise us as to whether you prefer a vote to advise us on the compensation of our named executive officers every year, every two years or every three years (Say-on-Pay Frequency) and (4) to ratify the appointment of MaloneBailey, LLP, an independent registered public accounting firm, as our independent auditor for the fiscal year ending December 31, 2014.

The Board does not know of any matters to be presented at the Annual Meeting other than those described in this proxy statement. However, if any other matters properly come before the meeting or any adjournment thereof, it is the intention of the persons named in the enclosed proxy to vote the shares represented by them in accordance with their best judgment.

Where and when will the meeting be held?

The Annual Meeting will be held at Doubletree by Hilton Metropolitan New York, 569 Lexington Ave, New York, NY 10022, on Wednesday, June 25, 2014 at 10:00 a.m., local time.

How can I obtain directions to the meeting?

For directions to the location of the Annual Meeting, please visit our proxy website at <https://www.proxyvote.com> call 1800-690-6903.

Who is soliciting my proxy?

Our Board is soliciting your proxy to vote at the Annual Meeting. By completing and returning a proxy card, you are authorizing the proxy holder to vote your shares at the Annual Meeting as you have instructed.

How many votes may I cast?

Each holder of common stock is entitled to one vote, in person or by proxy, for each share of our common stock held of record on the Record Date.

How many votes can be cast by all stockholders?

We have one class of common stock. As of the Record Date, we had 26,359,469 shares of common stock outstanding, each of which is entitled to one vote.

How many shares must be present to hold the meeting?

Our bylaws provide that a majority (>50%) of the total number of shares of common stock outstanding constitutes a quorum and must be present to conduct business at a meeting of our stockholders.

What is the difference between holding shares as a stockholder of record and as a beneficial owner?

If your shares are registered directly in your name with our transfer agent, Worldwide Stock Transfer Company, you are considered, with respect to those shares, the “stockholder of record.” The Notice of Internet Availability of Proxy Materials has been sent directly to you by us.

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the “beneficial owner” of shares held in “street name.” The Notice of Internet Availability of Proxy Materials has been forwarded to you by your broker, bank, or company appointed designee. As the beneficial owner, you have the right to direct your broker, bank, or company appointed designee on how to vote your shares by following their instructions which are included with this proxy, if applicable.

Can my shares be voted if I do not return the proxy card and do not attend the meeting in person?

If you hold shares in street name and you do not provide voting instructions to your broker, bank, or nominee, your shares will not be voted on any proposal for which your broker does not have discretionary authority to vote (a “broker non-vote”). Brokers generally have discretionary authority to vote shares held in street name on “routine” matters but not on “non-routine” matters. Proposal No. 4, to ratify the appointment of the independent auditor is considered a “routine” matter. Proposal No. 1, the election of nominees to the Board, Proposal No. 2, the advisory vote on compensation of our named executive officers and Proposal No. 3, the advisory vote on frequency of voting on the compensation of our named executive officers, are “non-routine” matters.

If you do not vote the shares held in your name, your shares will not be voted. However, the Company may vote your shares if you have returned a blank or incomplete proxy card (see “What happens if I return a proxy card without instructions?” below regarding record holders).

What vote is required to approve each item?

Proposal 1: Election of Directors The nominees for director who receive the most votes (also known as a plurality) will be elected. You may vote either FOR all of the nominees, WITHHOLD your vote from all of the nominees or WITHHOLD your vote from any one of the nominees. Votes that are withheld will not be included in the vote tally for the election of directors. Brokerage firms do not have authority to vote customers’ unvoted shares held by the firms in street name for the election of directors. As a result, any shares not voted by a beneficial owner will be treated as a broker non-vote. Such broker non-votes will have no effect on the results of this vote.

Proposal 2: Advisory Vote on Compensation of Our Named Executive Officers The advisory vote on the compensation of our named executive officers will be approved if the votes cast in favor of the proposal exceed the votes cast against the proposal. Abstentions and broker non-votes will not be counted as either votes cast for or against this proposal. While the results of this advisory vote are non-binding, the Board values the opinions of our stockholders and will consider the outcome of the vote, along with other relevant factors, in deciding whether any actions are necessary to address the concerns raised by the vote and when making future compensation decisions for named executive officers.

Proposal 3: Advisory Vote on Frequency of Voting on Compensation of Our Named Executive Officers The frequency (one year, two years or three years) that receives the highest number of votes cast by the stockholders will be deemed the frequency for the advisory Say-on-Pay vote preferred by the stockholders. The proxy card provides stockholders with the opportunity to choose among four options (holding the vote every one, two or three years, or abstaining) and, therefore, stockholders will not be voting to approve or disapprove the recommendation of the Board. Abstentions and broker non-votes will have no effect on the results of this vote. While the results of this advisory vote are non-binding, the Board values the opinions of our stockholders and will review and consider the outcome of the vote, along with other

relevant factors, in evaluating the frequency of future advisory votes on executive compensation.

Proposal 4: Ratify the Appointment of MaloneBailey, LLP as Our Independent Public Accountant for the Fiscal Year Ending December 31, 2014

The affirmative vote of a majority of the votes cast for this proposal is required to ratify the appointment of our independent public accountant. Abstentions will have no effect on the results of this vote. Brokerage firms have authority to vote customers' unvoted shares held by the firms in street name on this proposal. If a broker does not exercise this authority, such broker non-votes will have no effect on the results of this vote. We are not required to obtain the approval of our stockholders to appoint our independent accountant. However, if our stockholders do not ratify the appointment of MaloneBailey, LLP as our independent public accountant for the fiscal year ending December 31, 2014, the Board may reconsider its appointment.

With respect to any matter that is properly brought before the meeting, the inspector of elections will treat abstentions as unvoted.

How do I vote?

You may vote using any of the following methods:

Internet, Telephone or Mail:

You may vote your shares by internet, telephone, or return mail by following the instructions on the Notice of Internet Availability of Proxy Materials, or by requesting a full set of printed materials at no charge including a proxy card.

In person at the Annual Meeting:

You may vote in person at the Annual Meeting, either by attending the meeting yourself or authorizing a representative to attend the meeting on your behalf. You may also execute a proper proxy designating that person. If you are a street holder of shares, you must obtain a proxy from your broker, bank, or nominee naming you as the proxy holder and present it to the inspector of elections with your ballot when you vote at the Annual Meeting.

Once I deliver my proxy, can I revoke or change my vote?

Yes. You may revoke or change your proxy at any time before it is voted by giving a written revocation notice to our corporate secretary, by delivering a proxy with a later date, or by voting in person at the meeting.

Who pays for soliciting proxies?

We are paying for all costs of soliciting proxies. Our directors, officers, and employees may request the return of proxies by mail, telephone, Internet, telefax, telegram, or personal interview. We are also requesting that banks, brokerage houses, and other nominees or fiduciaries forward the soliciting material to their principals and that they obtain authorization for the execution of proxies. We will reimburse them for their expenses.

Could other matters be considered and voted upon at the Annual Meeting?

Our Board does not expect to bring any other matter before the Annual Meeting and is not aware of any other matter that may be considered at the Annual Meeting. However, if any other matter does properly come before the meeting, the proxy holders will vote the proxies as the Board may recommend.

What happens if the meeting is postponed or adjourned?

Your proxy will still be good and may be voted at the postponed or adjourned meeting. You will still be able to change or revoke your proxy at any time until it is voted.

How can I contact the Company to request materials or information referred to in these Questions and Answers?

By mail addressed to: Clean Coal Technologies, Inc., 295 Madison Avenue (12th Floor), New York, NY 10017, Attn: Chairman of the Board. By telephone, (646) 727-4847 or by email, info@cleancoaltechnologiesinc.com.

PROPOSAL NO. 1
ELECTION OF BOARD OF DIRECTORS

The following table sets forth the name, age, position, and year first elected of each director and executive officer of the Company:

Name	Age	Position	Held Since
Robin T. Eves	63	CEO, President, Director	August 2010
Ignacio Ponce de Leon	63	COO, Director	April 2011
Edward Jennings	76	Chairman of the Board	September 2007
Scott Younger	72	Director	November 2013
Aiden Neary	42	Chief Financial Officer	November 2013

The following persons have been nominated for election as directors of the Company:

Robin T. Eves	Ignacio Ponce de Leon
Edward Jennings	Scott Younger

Certain biographical information with respect to the nominees for director is set forth below. Each director, if elected by the stockholders, will serve until our 2015 Annual Meeting of Stockholders and until his or her successor is duly elected and qualified. Vacancies on the Board of Directors during the year may be filled by the majority vote of the directors in office at the time of the vacancy without action by the stockholders.

Biographical Information on Nominees

Robin Eves has been our Chief Executive Officer, President and a member of the Board of Directors since August 2010. Prior to his appointment with the Company, from February 2009 through August 2010, he served as the CEO of Atlantic Energy Group Ltd., a global energy company developing a major storage and pipeline initiative in South Carolina and the build-out of a global trading business in London, Singapore and the rest of Asia. From the period March 2005 to January 2009 he worked with Oil Trade and Transport LLC, working closely with Sempra Energy Trading. He was responsible for business development in Russia, India and the Middle East. Also during the period, from March 2003 to February 2005, Mr. Eves served as Managing Director and global head of crude and refined products for United Bank of Switzerland. From October 2002 to February 2003, Mr. Eves acted as a consultant for Barclays Capital in London, hired to do an extensive due diligence on the Russian/former Soviet Union markets in preparation for Barclays' possible re-entry into those markets. From February 1990 to September 2002, Mr. Eves served as Managing Director for Synergy International SA/Magna Oil and Gas LLC/CCL Oil, where he was responsible for all trading and structured transactions. Prior to that time, from 1987 to 1990, Mr. Eves served as Vice-President and global head of products trading, and from 1976 to 1987, worked in various positions with Cargill.

We believe that Mr. Eves' qualifications to serve on the Board of Directors include his extensive background in all aspects of the global energy business, including experience in crude and refined products for power production, including gas and coal, as well as related emissions controls.

Ignacio Ponce de Leon was appointed as Chief Operating Officer and a member of the Board of Directors on April 1, 2011. Mr. Ponce de Leon had been serving as Senior Advisor to the Board of Directors since August 2010. Since January 2009, he has worked as an independent consultant to companies in the electric power industry and to a New York-based private equity fund. From August 2006 until December 2008, Mr. Ponce de Leon worked for Capital Advisory Partners as an Associate Partner. From April 1995 to January 2005, he worked at JP Morgan where he formed what became Wall Street's leading fixed income research team covering corporations globally in Emerging Markets. From February 1992 to March 1995, he served as Vice President, Equities Research, at CS First Boston, covering the Carlos Slim Group in Mexico, Cemex, and the engineering construction sector. Prior to that, he served in various capacities at Chemical Bank (March 1984 to March 1987) and Bankers Trust Company (March 1987 to February 1992). Mr. Ponce de Leon began his professional life in November 1979 at the National Planning Department, Presidency of the Republic of Colombia where he worked on the \$3 billion Carbocol/Exxon joint venture to develop Cerrejon, one of the largest coal mines in the world, annually exporting over 35 million tons of thermal coal. Mr. Ponce de Leon was graduated from the London School of Economics (BSc. Econ, 1973) and from the Fletcher School of Law & Diplomacy (Tufts-Harvard, 1979) with an M.A.L.D. He is fluent in Spanish and has working proficiency in Portuguese and French.

We believe that Mr. Ponce de Leon's qualifications to serve on the Board of Directors include his over 30 years of professional experience advising companies in our industry, including over 25 years on Wall Street.

Dr. Edward Jennings is currently the Chairman of the Board for the Company. He was previously President Emeritus and Professor of Finance at Ohio State University. For the past five years, Dr. Jennings has managed his own investments and acted as a private business consultant to non-related interests. Dr. Jennings was engaged in several university leadership assignments including President, Ohio State University, 1981-1990; President, University of Wyoming, 1979-1981; and Vice President of Finance and University Studies, University of Iowa, 1976-1979. He has had faculty assignments at the University of Iowa, University of Dar Es Salaam, and the University of Hawaii. Dr. Jennings has been widely published in major academic journals and is the co-author of a basic investment textbook now in its fourth printing. He has traveled extensively in the Far East, Europe, and Africa on various trade missions, and assisted in the development of academic ties with numerous international universities. Education: University of North Carolina, BS in Industrial Management; Case Western Reserve University, MBA in Finance; University of Michigan, Ph.D. in Finance.

We believe that Mr. Jennings's qualifications to serve on the Board of Directors include his extensive business investment experience.

Dr. Scott Younger was appointed to the Board of Directors in November 2013. Dr. Younger is a recognized leader in infrastructure development across Asia, having held a range of senior academic, consulting and business development roles in Hong Kong, Thailand and Indonesia over the past 35 years. He has served as project manager and consultant in many World Bank and ADB funded road and water sector programs, with projects in 10 Asian countries. He was Team Leader for the UK and World Bank funded, award winning Master's Degree program in Highway and Transport Engineering at the Institute of Technology Bandung, 1986-93. He currently serves as a Director of PT Nusantara Infrastructure Tbk, a public listed company, investing in infrastructure in Indonesia and for whom he chairs their joint venture (Louis Dreyfus Int'l) port operation in Lampung; and as Commissioner for the East Bali Poverty Project, a model in sustainable development. In 2003 he was awarded the OBE for services to civil engineering and British business interests in Indonesia. Dr. Younger is also President Commissioner of Glendale Partners, a leading infrastructure, natural resources, renewable energy and consulting firm based in Jakarta, Indonesia, and Chairman of the EuroCham Working Group on Infrastructure, and Senior Vice-Chairman of the International Business Chamber, with a particular remit to report on infrastructure. He is a current member of the Eurocham Board and former Member of the Board of the British Chamber of Commerce (1996-2004 and 2010-2012), and responsible for preparing annual reports for government infrastructure. He is also a director of Prime Pacific Coal and Prime Pacific Gold (Singapore). Dr. Younger holds degrees in Engineering from Glasgow, UC Berkeley and Hong Kong.

We believe that Dr. Younger's qualifications to serve on the Board of Directors include his over 35 years of professional experience working throughout Asia, including work as academic, consulting and business development as well as his engineering background.

Board Committees

At this filing date, we do not have an audit committee, compensation committee or nominating committee. Our full Board currently performs the duties and responsibilities of such committees. Due to the size of the Company and due to the small number of directors that we had for 2013, we believed it was appropriate for the full Board to handle the responsibilities of these committees.

Audit Committee Financial Expert

We do not have an audit committee financial expert because we do not currently have adequate resources to appoint such an individual to our Board.

Code of Conduct

On February 11, 2013, the board of directors approved a code of business conduct and ethics, filed as an exhibit to the Company's Current Report on Form 8-K on February 14, 2013.

Board Leadership Structure and Role in Risk Oversight

The Board of Directors has risk oversight responsibility for the Company and administers this responsibility directly. The Board of Directors oversees our risk management process through regular discussions of our risks with senior management both during and outside of regularly scheduled Board of Directors meetings. In addition, the Board of Directors administers our risk management process with respect to risks relating to our accounting and financial controls.

Our Board of Directors has no policy with regard to the separation of the offices of Chairman of the Board and Chief Executive Officer, and believes, given the size of our company, no such formal policy is necessary at this time. The current Chairman of the Board, Edward Jennings, is an independent director and has served as Chairman since 2007.

Director Independence

Our Board is not subject to any independence requirements. However, our Board has reviewed the independence of its directors under the requirements set forth by the NASDAQ Stock Market. Messrs. Eves and Ponce de Leon are officers of the Company and therefore not deemed independent directors. Dr. Jennings and Dr. Younger are deemed to be independent directors.

Meetings of our Board of Directors

Our Board of Directors held 4 meetings during the fiscal year ended December 31, 2013 (including meetings conducted by telephone conferencing). No director attended less than 75% of all board meetings during the fiscal year ended December 31, 2013. All current Board members and all nominees for election to the Board of Directors are encouraged to attend our annual meetings of stockholders, either in person or by teleconference.

Nomination of Director Candidates

We receive suggestions for potential director nominees from many sources, including members of the Board, advisors, and stockholders. Any such nominations, together with appropriate biographical information, should be submitted to the Chairperson of the Board in the manner discussed below. Any candidates submitted by a stockholder or stockholder group are reviewed and considered in the same manner as all other candidates.

Qualifications for consideration as a Board nominee may vary according to the particular areas of expertise being sought as a complement to the existing board composition. However, minimum qualifications include high level leadership experience in business activities, breadth of knowledge about issues affecting the Company, experience on other boards of directors, preferably public company boards, and time available for meetings and consultation on Company matters. Our Board does not have a formal policy with regard to the consideration of diversity in identifying director candidates, but seeks a diverse group of candidates who possess the background, skills and expertise to make a significant contribution to the Board, to the Company and our stockholders. Candidates whose evaluations are favorable are then chosen by the full Board. The full Board selects and recommends candidates for nomination as directors for stockholders to consider and vote upon at the annual meeting.

Stockholder Communications

Stockholders wishing to communicate with the Board of Directors or with a specific director may send a letter to our corporate secretary at Clean Coal Technologies, Inc., 295 Madison Avenue (12th Floor), New York, NY 10017, and should be marked to the attention of the appropriate director or directors. Our secretary will circulate the communications (other than commercial solicitations) to the appropriate director or directors. Communications marked "Confidential" will be forwarded unopened.

Directors' Compensation

In fiscal 2013, we compensated our non-employee directors for meetings at a rate of \$1,000 for meetings via conference call and \$3,000 for in-person meetings. In addition, each non-employee director is entitled to an annual fee of \$5,000, prorated by the number of monthly meetings attended in that year. In 2013, all meetings were via telephone conference. Directors were also reimbursed for expenses incurred in connection with their board service. The Board plans one regularly scheduled meeting each fiscal quarter and may schedule additional meetings as necessary. For fiscal 2014, Dr. Younger will receive annual compensation as a director of \$25,000. In addition, Dr. Younger received 1,000,000 common shares upon his appointment as a director.

All of our present non-employee directors, have other employment or sources of income and will routinely devote only such time to the Company necessary to maintain its viability. It is estimated that each non-employee director will devote at least 2 days per month to the Company's corporate activities.

Stock Ownership Requirements

The Board of Directors has encouraged its members to acquire and maintain stock in the Company to link the interests of such persons to the stockholders. However, the Board of Directors has not established stock ownership guidelines for members of the Board of Directors or the executive officers.

DIRECTOR COMPENSATION

The following table sets forth, for the current year, the dollar value of all cash and non-cash compensation for the Company's directors.

Name	Year	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Non Qualified Deferred Compensation Earnings	All Other Compensation (\$)	Total (\$)
Robin Eves	2013	-	-	-	-	-	-	-
Ignacio Ponce de Leon	2013	-	-	-	-	-	-	-