

Table of Contents

The global renewables market is projected to require more than \$2.1 trillion of investment in capacity expansions over the period from 2015 through 2020, of which approximately 35% of such capacity expansion is expected to occur in our initial target markets. Of this total expected investment, more than \$723 billion and \$664 billion is expected to be in global solar and wind generation capacity expansions, respectively. Our initial target markets are expected to account for 48% and 41% of global wind and solar capacity expansions, respectively. In addition, more than \$253 billion is expected to be invested globally in hydro-electric generation assets through 2016, of which our initial target markets are expected to account for 27% of such capacity expansion.

The installed base of renewable energy generation capacity in our initial target markets is greater than 622 GW, including more than 39 GW of solar capacity, 138 GW of wind capacity and 412 GW of hydro-electric capacity. Driven by the increasing cost competitiveness of wind and solar energy, accelerating industrialization, an expanding middle class and attractive regulatory policies that incentivize renewable energy investments, we expect substantial growth in installed renewable energy capacity over the next several years. Solar energy capacity additions are expected to total over 179 GW between 2014 and 2020 in our initial target markets and are expected to grow at a compound annual growth rate, or "CAGR," of 32% between 2014 and 2020 in our initial target markets. Over the same period, wind energy capacity additions are expected to total over 188 GW in our initial target markets and are expected to grow at a CAGR of 14% between 2014 and 2020, in our initial target markets.

***Project Support Agreement***

Immediately prior to the completion of this offering, we will enter into a project support agreement, or the "Support Agreement," with our Sponsor, which will require our Sponsor to offer us additional qualifying projects from its development pipeline through the fifth anniversary of the completion of this offering that are projected to generate an aggregate of at least \$1.4 billion of cash available for distribution during the first twelve months following the qualifying projects' respective commercial operation dates, or "Projected FTM CAFD." We refer to these projects as the "Call Right Projects." If the amount of Projected FTM CAFD of the projects we acquire under the Support Agreement through the fifth anniversary of the completion of this offering is less than \$1.4 billion, our Sponsor has agreed that it will continue to offer us sufficient, qualifying Call Right Projects from its pipeline until the total aggregate Projected FTM CAFD commitment has been satisfied.

In addition, the Support Agreement grants us a right of first offer with respect to any clean energy projects (other than Call Right Projects) that our Sponsor elects to sell or otherwise transfer during the six-year period following the completion of this offering and that are located in our initial target markets and other emerging markets that we mutually agree upon. We refer to these projects as the "SunEdison ROFO Projects." The Support Agreement does not identify the SunEdison ROFO Projects since our Sponsor will not be obligated to sell any project that would constitute a SunEdison ROFO Project. In the event that our Sponsor elects to sell such assets, it will not be required to accept any offer we make to acquire any SunEdison ROFO Project and, following the completion of good faith negotiations with us, our Sponsor may choose to sell such assets to a third party or not to sell the assets at all.