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Our audit committee will oversee and review with management our policies with respect to risk assessment and risk management and our significant financial risk exposures and the actions management has taken to limit, monitor or control such exposures. Our board of directors oversees risk related to compensation policies. Our audit committee will report to the full board of directors with respect to these matters, among others.

**Committees of the board of directors**

We expect that, immediately following this offering, the standing committees of our board of directors will consist of an Audit Committee and a Corporate Governance and Conflicts Committee. Each of the committees will report to the board of directors as they deem appropriate and as the board may request. The expected composition, duties and responsibilities of these committees are summarized below. As a controlled company, we are not required to establish a compensation or nominating committee under the listing rules of the NASDAQ Global Select Market, and we do not intend to establish such committees in connection with the completion of this offering.

**Audit Committee**

The Audit Committee will be responsible for, among other matters: (i) appointing, retaining and evaluating our independent registered public accounting firm and approving all services to be performed by it; (ii) overseeing our independent registered public accounting firm's qualifications, independence and performance; (iii) overseeing the financial reporting process and discussing with management and our independent registered public accounting firm the interim and annual financial statements that we file with the SEC; (iv) reviewing and monitoring our accounting principles, accounting policies, financial and accounting controls and compliance with legal and regulatory requirements; and (v) establishing procedures for the confidential anonymous submission of concerns regarding questionable accounting, internal controls or auditing matters.

Immediately following this offering, our Audit Committee will consist of Messrs. Dahya (Chair), Lerdal and Tesoriere. We believe that Messrs. Dahya, Lerdal and Tesoriere qualify as independent directors according to the rules and regulations of the SEC and the NASDAQ Global Select Market with respect to audit committee membership. We also believe that Mr. Dahya qualifies as our "audit committee financial expert," as such term is defined in Item 401(h) of Regulation S-K. Our board of directors will adopt a written charter for the Audit Committee in connection with this offering, which will be available on our corporate website upon the completion of this offering. The information on our website is not part of this prospectus.

**Corporate Governance and Conflicts Committee**

Our Corporate Governance and Conflicts Committee will be responsible for, among other matters: (i) overseeing the organization of our board of directors to discharge the board's duties and responsibilities properly and efficiently; (ii) review the succession plan of our Chief Executive Officer and other senior management; (iii) developing and recommending to our board of directors a set of corporate governance guidelines and principles applicable to us; and (iv) reviewing and approving proposed conflicted transactions between us and an affiliated party (including prior approval with respect to the purchase and sale of certain Call Right Projects, certain SunEdison ROFO Projects and any other material transaction between us and our Sponsor).

Immediately following this offering, our Corporate Governance and Conflicts Committee will consist of Messrs. Lerdal (Chair) and Dahya. We believe Messrs. Lerdal and Dahya qualify as independent directors according to the rules and regulations of the SEC and the NASDAQ Global Select Market. Our board of directors will adopt a written charter for the Corporate Governance and Conflicts Committee in connection with this offering, which will be available on our corporate website upon the completion of this offering. The information on our website is not part of this prospectus.