

[Table of Contents](#)

## Description of capital stock

*The following is a description of the material terms of our amended and restated certificate of incorporation and our amended and restated bylaws, as each will be in effect upon completion of the offering. The following description may not contain all of the information that is important to you. To understand them fully, you should read our amended and restated certificate of incorporation and our amended and restated bylaws, forms of which have been or will be filed with the SEC as exhibits to our registration statement of which this prospectus is a part. See "Where you can find more information."*

### Authorized capitalization

We currently have three classes of authorized common stock: 500,000 shares of Class A common stock, 500,000 shares of Class B common stock, and 100,000 shares of Class C common stock. Effective upon the filing of our amended and restated certificate of incorporation prior to the completion of this offering, we will effect a 52.6417-for-one stock split of the outstanding shares of our Class B common stock, and our outstanding Class C common stock will be converted into shares of our Class A common stock on a 178.8491-for-one basis.

Upon completion of this offering and based on the assumptions set forth in "Summary—The offering—Certain assumptions," our authorized capital stock will consist of 2,750,000,000 shares of Class A common stock, par value \$0.01 per share, of which 109,509,668 shares will be issued and outstanding, 200,000,000 shares of Class B common stock, par value \$0.01 per share, of which 69,339,432 shares will be issued and outstanding, 550,000,000 shares of Class B1 common stock, par value \$0.01 per share, none of which will be issued and outstanding, and 50,000,000 shares of preferred stock, par value \$0.01 per share, none of which will be issued and outstanding. In addition, upon completion of this offering, (i) an aggregate of 7,923,909 shares of our Class A common stock will be reserved for future issuance under the 2014 Incentive Plan, as described in "Executive officer compensation—Equity incentive awards—TerraForm Global, Inc. 2014 Long-Term Incentive Plan," and (ii) an aggregate of 69,339,432 shares of our Class A common stock will be reserved for issuance upon the exchange of Class B units. Unless our board of directors determines otherwise, we will issue all shares of our capital stock in uncertificated form.

### Class A common stock

#### Voting rights

Each share of Class A common stock and Class B1 common stock entitles the holder to one vote with respect to each matter presented to our stockholders on which the holders of Class A common stock or Class B1 common stock, as applicable, are entitled to vote. Holders of shares of our Class A common stock, Class B common stock and Class B1 common stock vote together as a single class on all matters presented to our stockholders for their vote or approval, except as otherwise required by applicable law. Holders of our Class A common stock and Class B1 common stock will not have cumulative voting rights. Except in respect of matters relating to the election and removal of directors on our board of directors and as otherwise provided in our amended and restated certificate of incorporation or required by law, all matters to be voted on by holders of our Class A common stock, Class B common stock and Class B1 common stock must be approved by a majority, on a combined basis, of the votes cast by holders of such shares present in person or by proxy at the meeting and entitled to vote on the subject matter. In the case of election of directors, all matters to be voted on by our stockholders must be approved by a plurality of the votes entitled to be cast by all shares of our common stock on a combined basis.

286