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The validity of the Class A common stock offered hereby will be passed upon for us by Kirkland & Ellis LLP (a partnership that includes professional corporations), Chicago, Illinois. Kirkland & Ellis LLP has from time to time represented and may continue to represent our Sponsor and some of its affiliates in connection with various legal matters. The underwriters have been represented by Latham & Watkins LLP, New York, New York.

Experts

The combined financial statements of SunEdison Emerging Markets Co. (Predecessor) as of December 31, 2014 and 2013, and for each of the years in the two-year period ended December 31, 2014, have been included in the registration statement in reliance upon the reports of KPMG LLP, an independent registered public accounting firm, appearing elsewhere herein, and upon the authority of said firm as experts in accounting and auditing.

The combined financial statements of BioTherm Energy Projects as of December 31, 2014 and 2013 and for each of the two years in the period ending December 31, 2014 included in this prospectus and in the registration statement have been so included in reliance on the report of BDO South Africa, Inc., independent accountants, appearing elsewhere herein and in the registration statement, given on the authority of said firm as experts in auditing and accounting.

The financial statements of SEI Solar Power Private Limited as of December 31, 2014 and 2013, and for each of the years in the two-year period ended December 31, 2014, have been included in the registration statement in reliance upon the reports of KPMG Gurgaon, an independent registered public accounting firm, appearing elsewhere herein, and upon the authority of said firm as experts in accounting and auditing.

The combined financial statements of Honiton Energy XIL Holdings Limited and Honiton Energy BAV Holdings Limited as of December 31, 2014 and 2013 and for the years then ended have been included in the registration statement in reliance upon the report of KPMG Huazhen LLP (English name previously translated as KPMG Huazhen (SGP)), independent auditors, appearing elsewhere herein, and upon the authority of said firm as experts in accounting and auditing.

The combined financial statements of Renova Energy Projects I as of December 31, 2014 and 2013 and January 1, 2013 and for the years ended December 31, 2014 and 2013, included in this Prospectus have been audited by Deloitte Touche Tohmatsu Auditores Independientes, independent auditors, as stated in their report appearing herein (which report expresses an unqualified opinion on those combined financial statements and includes explanatory paragraphs referring to (1) the combined, carve-out basis of presentation of the financial statements and (2) assumptions underlying the depreciation rates used for property, plant and equipment), are included in reliance upon the report of such firm given upon their authority as experts in accounting and auditing.

The combined financial statements of Core Energy (RF) Proprietary Limited and Erika Energy (RF) Proprietary Limited as of December 31, 2014 and 2013, and for each of the years then ended, have been included herein and in the registration statement in reliance upon the report of KPMG Inc., independent auditor, appearing elsewhere herein, and upon the authority of said firm as experts in accounting and auditing.

The combined financial statements of EN Renewable Energy Limited, EN Wind Power Private Limited and Generacion Eolica India Limited as of December 31, 2014 and 2013, and for each of the years in the two-year period ended December 31, 2014, have been included in the registration statement in reliance upon the reports of KPMG Gurgaon, an independent registered public accounting firm, appearing elsewhere herein, and upon the authority of said firm as experts in accounting and auditing.