

**SUNEDISON, INC.**  
**COMPENSATION COMMITTEE CHARTER**  
**(January 27, 2016)**

**I. Purpose**

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of SunEdison, Inc. (the “Company”) to discharge the Board’s responsibilities relating to compensation of the Company’s executives, to make recommendations to the Board regarding compensation of directors and to produce an annual report on executive compensation for inclusion in the Company’s proxy statement, in accordance with applicable rules and regulations.

The Committee has overall responsibility for approving and evaluating the director and officer compensation plans, policies and programs of the Company.

**II. Committee Membership**

The Committee shall consist of no fewer than three members. All members of the Committee shall meet the independence requirements of the New York Stock Exchange (“NYSE”) for members of a listed company compensation committee of the Board and Rule 10C-1 of the Securities Exchange Act of 1934, as amended. It is intended that at least two of the members will meet the definitions of “non-employee director” under SEC Rule 16b-3 and “outside director” under Section 162(m) of the Internal Revenue Code, as amended.

Subject to any requirements of the applicable SEC rules and NYSE listing standards, as they may be amended from time to time (the “listing standards”), the members of the Committee shall be appointed and replaced by the Board in accordance with the Company’s bylaws, as the Board shall determine from time to time based on the recommendations of the Nominating and Corporate Governance Committee. Committee members will serve for such terms as the Board may fix, and in any case at the Board’s will, whether or not a specific term is fixed. Unless the Board has previously designated the Chair, the members of the Committee may designate a Chair by majority vote. The Chair will chair all regular meetings of the Committee and will set the agendas for the Committee meetings.

**III. Meetings**

The Committee shall meet at least twice annually, or more frequently as the Committee may from time to time determine to be appropriate. A majority of the members of the Committee shall constitute a quorum. The vote of a majority of the Committee members present at any meeting at which a quorum is present shall be necessary to constitute the act of the Committee.

The Committee and its members shall have complete access to the Company’s other directors, management and personnel to carry out the Committee’s purposes. Should any member of the Committee believe that participation of management or outside advisors in any discussion of a particular subject would be advisable, they are encouraged to make such request. The Committee is authorized to conduct or authorize investigations into any matters relating to the purposes, duties or responsibilities of the Committee. The Committee is authorized to obtain at the Company’s expense compensation surveys, reports on the design and implementation of compensation programs for the Company’s directors, officers and employees, and other data and documentation as the Committee considers appropriate.

**IV. Committee Duties and Responsibilities**

- In consultation with senior management, the Committee shall establish, review, and evaluate the long-term strategy of employee compensation, compensation philosophy and the types of equity and other compensation plans used by the Company.
- The Committee shall review and approve the Company's peer companies and data sources for the purposes of evaluating the Company's compensation competitiveness and establishing the appropriate competitive positioning of the levels and mix of compensation elements.
- The Committee shall annually review and approve corporate and individual goals and objectives relevant to CEO compensation and evaluate the CEO's performance in light of those goals and objectives. The Committee shall set the CEO's compensation levels (including base salary, incentive compensation and equity-based compensation) based on this evaluation and other factors deemed relevant and appropriate by the Committee. In determining the long-term incentive component of CEO compensation, the Committee shall consider factors that the Committee deems appropriate. In any deliberations or voting to determine the compensation of the CEO, the CEO may not be present; however, in any deliberations regarding the compensation of other executive officers, the Committee may elect to invite the CEO to be present.
- The Committee shall review and approve the base salaries, incentive compensation (including approval of corporate and individual goals and objectives relevant to the executive's compensation) and equity-based compensation of the Company's other executive officers.
- The Committee shall approve any significant new compensation or incentive plan for executives, or any material change to an existing plan, whether or not subject to stockholder approval, make recommendations to the Board with respect to the Company's incentive compensation plans and equity-based plans subject to stockholder approval, discharge any responsibilities imposed on the Committee by any of these plans, and oversee the compensation philosophy for the Company as a whole (including for non-executives).
- The Committee shall review and approve executive perquisites, if any are provided by the Company.
- The Committee shall review and approve any employment agreements, proposed separation and severance or similar termination arrangements or payments and other compensatory contracts, arrangements or payments with respect to any named executive officer.
- The Committee shall periodically review the Company's compensation policies and practices for all employees to assist the Board in determining whether such policies and practices involve risks that are reasonably likely to have a material adverse effect on the Company.
- The Committee shall have the sole authority to retain or obtain the advice of any compensation consultant, independent legal counsel or other adviser, and to obtain advice and assistance from the internal legal, accounting, human resource or other departments of the Company. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel and other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel or other adviser retained by the Committee. In order to address the independence of, and any potential conflicts of interest relating to, a prospective compensation consultant, independent legal counsel or other adviser to the Committee ("Proposed Adviser"), the Committee must consider before selection of such Proposed Adviser the following factors:

- The provision of other services to the Company by the person that employs the Proposed Adviser;
  - The amount of fees received from the Company by the person that employs the Proposed Adviser (as a percentage of the total revenue of that person);
  - The policies and procedures of the person who employs the Proposed Adviser that are designed to prevent conflicts of interest;
  - Any business or personal relationship of the Proposed Adviser with any member of the Committee;
  - Any stock of the Company owned by the Proposed Adviser;
  - Any business or personal relationship of the Proposed Adviser or the person employing the Proposed Adviser with an executive officer of the Company; and
  - Any other factors identified by the NYSE in its applicable listing standards for consideration of a Proposed Adviser
- The Committee shall periodically review plans for the development and succession of executive officers.
  - The Committee shall periodically review and make recommendations to the Board and, if determined by the Committee to be advisable, the stockholders with respect to the compensation programs and policies of the Company for non-employee directors, committee chairpersons and committee members, consistent with any applicable requirements of the listing standards for independent directors and including consideration of cash and equity components of this compensation.
  - The Committee shall periodically review and make recommendations to the Board with respect to share ownership guidelines for directors and senior executives.
  - If necessary, two or more members of the Committee (each of whom shall meet the definition of “non-employee director” under SEC Rule 16b-3) shall be appointed to a subcommittee of the Committee with responsibility for approving stock option and stock grants, awards and other acquisitions from the Company to, and dispositions to the Company from, directors and executive officers under the Company’s equity-based compensation plans. The Committee may delegate to one or more officers designated by the Committee the authority to make grants of options and restricted stock units or awards to eligible individuals other than directors and executive officers, provided that the Committee shall have fixed the exercise price or a formula for determining the exercise price for each grant, approved the vesting schedule, authorized any alternative provisions as are necessary or desirable to facilitate legal compliance or to ensure the effectiveness or tax-qualified status of the award under the laws of countries outside the US when grants are made to non-US employees, approved the form of documentation evidencing each grant, and determined the number of shares or the basis for determining such number of shares by position, compensation level or category of personnel.
  - The Committee shall review and discuss with management the Compensation Discussion and Analysis required by SEC Regulation S-K, and in connection with such shall review, evaluate and discuss with management the results of the most recent stockholder advisory vote on executive compensation. Based on such review and discussion, the Committee shall determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company’s annual report and

proxy statement for the annual meeting of stockholders. The Committee shall timely provide and approve, over the names of the members of the Committee, the required Compensation Committee report for the Company's annual report or proxy statement for the annual meeting of stockholders.

- The Committee shall make regular reports to the Board, and in consultation with management, the Committee shall oversee regulatory compliance with respect to compensation matters, including the Company's compliance with SEC rules and regulations and NYSE listing standards, as applicable, regarding stockholder advisory votes with respect to certain executive compensation matters, including non-binding advisory votes on executive compensation, the frequency of such votes and on "golden parachute" payments and clawback policies.
- The Committee will review stockholder proposals pertaining to compensation matters and recommend responses to such proposals to the Board.
- The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
- The Committee shall annually review its own performance and report the results thereof to the Board of Directors.
- The Committee shall fulfill any other duties or responsibilities the Committee deems necessary or appropriate or as expressly delegated to the Committee by the Board from time to time relating to the Company's compensation programs consistent with this charter, the Company's corporate governance documents and applicable listing standards, laws and regulations as the Committee or the Board considers appropriate.