

SUNEDISON, INC.
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER
(February 7, 2014)

I. Purpose

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of SunEdison, Inc. (the “Company”): (1) to assist the Board by identifying individuals qualified to become Board members and to recommend to the Board the director nominees for the next Annual Meeting of Stockholders and from time to time to fill vacancies on the Board; (2) to recommend to the Board the Corporate Governance Guidelines applicable to the Company; and (3) to lead the Board in its annual review of the Board’s performance. Such activities shall be conducted in a manner consistent with the Company’s Corporate Governance Guidelines.

II. Committee Membership

The Committee shall consist of no fewer than three Board members. All members of the Committee shall meet the independence requirements of the New York Stock Exchange (“NYSE”).

The members of the Committee shall be appointed and replaced by the Board, as the Board shall determine from time to time. Unless the Board has previously designated the Chair, the members of the Committee may designate a Chair by majority vote. The Chair shall be entitled to cast a vote to resolve any ties, 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 management. 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.

IV. Committee Authority and Responsibilities

- The Committee shall actively seek and evaluate individuals qualified to become board members for recommendation to the Board. The Committee shall also consider any candidate recommended by any of the Company’s stockholders, so long as such recommendation has been made in accordance with Company By-laws and all of the policies adopted by the Committee. In this regard, the Committee may adopt procedures for the submission of recommendations by stockholders as the Committee deems appropriate.
- The Committee shall evaluate from time to time the appropriate size (number of members) of the Board and any committees of the Board and recommend any increase or decrease.

- The Committee shall recommend, as appropriate, changes in the composition of the members of the Board and/or its committees to more accurately reflect the needs of the Company's business, and in this connection may propose the addition of members and the necessary resignation of members for purposes of obtaining the appropriate member(s) and skills.
- The Committee shall recommend members of the Board of Directors to serve on the committees of the Board of Directors, giving consideration to the criteria for service on each committee as set forth in the charter for such committee, as well as to any other factors the Committee deems relevant and, where appropriate, make recommendations regarding the removal of any member of any committee.
- The Committee shall establish, monitor and recommend the purpose, structure and operations of the various committees of the Board, the qualifications and criteria for membership on each committee consistent with law and the listing requirements of the NYSE and, as circumstances dictate, make any recommendations regarding periodic rotation of directors among the committees and impose any term limitations of service on any committee of the Board.
- In evaluating a candidate for director, the Committee shall consider the criteria set forth in the Company's Corporate Governance Guidelines, including those relating to diversity, and such other criteria as the Committee shall consider appropriate under the circumstances. The Committee shall take into account, as applicable, the satisfaction of any independence requirements imposed by law, regulation and NYSE requirements, and, in the case of members of the Audit Committee of the Board, financial literacy and expertise. When considering director nominees recommended by a stockholder, the Committee may also consider the number of shares held by the recommending stockholder, the length of time that such shares have been held, and the relationship, if any, between the recommending stockholder and the proposed director nominee.
- The Committee shall formally propose to the full Board the slate of directors to be elected at each Annual Meeting of Stockholders and described in the Company's proxy statement. The Committee shall formally propose to the full Board the Committee's recommendation for directors to be appointed to fill vacancies from time to time.
- The Committee shall have authority to retain and terminate any search firm to be used to identify director candidates and shall have authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors. The Company shall provide funding for any such search firm and external legal, accounting or other advisors.
- The Committee shall generate a succession plan for directors, and shall periodically review this succession plan and share the results of that review with the full Board. The Committee shall periodically review the Company's succession planning for senior management, and shall share the results of that review with the full Board.
- The Committee shall make regular reports to the Board.
- The Committee shall, with advice from the Company's General Counsel and, if appropriate or desirable, outside legal counsel, periodically review and recommend changes to the Company's Certificate of Incorporation and By-laws as they relate to corporate governance matters and the Company's Corporate Governance Guidelines.

- The Committee shall periodically review and reassess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval.
- The Committee shall oversee an annual review of the performance of the Board and report the results thereof to the full Board. In connection with the review, the Committee shall solicit evaluations and comments from all directors.
- 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 full Board.
- The Committee shall lead the annual review of the charters, composition and performance of each committee of the Board, and make recommendations to the Board for the creation of additional committees or the elimination of committees of the Board.
- The Committee shall oversee management's efforts to prepare an orientation process for new directors and, as appropriate, additional continuing education sessions for directors on matters relevant to the Company and its business.
- The Committee may form and delegate authority to subcommittees when appropriate.