

SUNEDISON, INC.
AUDIT COMMITTEE CHARTER
(February 7, 2014)

I. Purpose

The primary purpose of the Audit Committee of the Board of Directors (the "Committee") is to assist the Board of Directors in its oversight of the Company's accounting and financial reporting processes and the integrity of the Company's financial statements; the audits of the Company's financial statements and the appointment, compensation, qualifications, independence and performance of the Company's independent registered public accounting firm ("independent auditors"); the Company's compliance with legal and regulatory requirements; and the performance of the Company's internal audit function, internal accounting controls, disclosure controls and procedures and internal control over financial reporting. The policies and procedures of the Committee shall remain flexible in order to best react to changing conditions. The specific duties and responsibilities of the Audit Committee are set forth in this Charter.

The duties of the Audit Committee are ones of oversight and supervision; it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. The fundamental responsibility for the Company's financial statements and disclosure rests with management. The responsibility for auditing the Company's financial statements and for reviewing the Company's unaudited interim financial statements is that of the independent auditors.

II. Composition and Authority of the Audit Committee

The Committee shall be comprised of at least three members of the Board of Directors, with the number of members to be determined from time to time by the Board, at the recommendation of the Nominating and Corporate Governance Committee. The members shall be designated by the Board of Directors, and each of them shall be independent directors as that term is defined by the rules of the New York Stock Exchange and applicable law, including the rules of the Securities and Exchange Commission (SEC), for purposes of audit committee membership.

Each member of the Audit Committee must be financially literate, as determined by the Board of Directors in accordance with New York Stock Exchange standards, or must become financially literate within a reasonable period of time after his or her appointment to the Audit Committee. At least one member of the Audit Committee must have accounting or related financial management expertise which, as determined by the Board of Directors, at a minimum, qualifies that person to satisfy the definition of audit committee financial expert set out in Item 401(h) of Regulation S-K. No member of the Audit Committee may serve on the audit committee of more than two other public companies while he or she is serving on the Company's Audit Committee.

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.

The Committee shall have the authority, acting without further approval of the Board of Directors, to engage, at the expense of the Company, independent counsel and accounting or other advisors to advise the Committee as it determines appropriate to assist in the full performance of its functions.

III. Meetings

The Committee shall meet at least quarterly (four (4) times annually), or more frequently as the Committee may from time to time determine is appropriate. The Committee shall meet periodically with management, the internal auditors (or other persons responsible for the internal audit function) and the independent auditors in separate executive sessions (in no event less than once per year). The Committee may request any officer or employee of the Company, Company's outside counsel, or the Company's independent auditor to attend any meeting of the Committee (except in those meetings designed to qualify as "executive sessions" in which meetings no members of management shall be present), or to meet with any members of, or consultants to, the Committee.

IV. Duties and Responsibilities

A. Independent Auditors

The Audit Committee shall have the sole authority to appoint, retain, compensate, evaluate and terminate the Company's independent auditor, and the independent auditor shall report directly to the Audit Committee. In this regard, the Audit Committee shall have the sole authority to approve all audit engagement fees and terms, as well as all significant non-audit engagements with the independent auditors. The Audit Committee will meet with the independent auditor prior to the audit to discuss the planning and staffing of the audit. The Audit Committee shall be directly responsible for the oversight of the independent auditors, including ensuring resolution of disagreements between management and the independent auditor.

The Committee must pre-approve all audit, review, attest and permissible non-audit services. The Audit Committee may adopt pre-approval policies and procedures from time to time, in compliance with applicable SEC rules, to facilitate the discharge of these duties.

At least annually, the Audit Committee must obtain and review a report by the Company's independent auditor describing the auditor's internal quality control procedures, any material issues raised by the most recent internal quality control review or peer review of the auditor or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditor and any steps taken to deal with any such issues. In order to assess the auditor's independence, the report shall describe all relationships between the independent auditor and the Company. The purpose of reviewing the report is to permit the Audit Committee to evaluate the auditor's qualifications, performance and independence. The annual evaluation will include an evaluation of the lead partner of the independent auditor for the Company's account. The Audit Committee will present its conclusions with respect to the independent auditor to the full Board.

The Audit Committee will meet periodically with the independent auditor separately from

management. The Audit Committee will review with the independent auditor any audit problems or difficulties and management's response. In addition, the Audit Committee will discuss with the independent auditor material issues on which the national office of the independent auditor was consulted by the Company's audit team.

The Audit Committee will set clear hiring policies that will govern the Company's hiring of employees or former employees of the independent auditor.

B. Review of Financial Statements and Related Disclosures

In carrying out its responsibilities with respect to the Company's financial statements and disclosure matters, the Committee, shall:

1. Review and discuss with management, the independent auditors and, if appropriate, the internal auditors, prior to filing, the Company's annual audited financial statements;, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations"; related accounting and auditing principles and practices; and management's assessment of internal control over financial reporting and the related management report and auditor attestation on internal control over financial reporting to be included in the Company's Form 10-K.
2. Recommend to the Board of Directors, based on the Committee's review, whether the audited financial statements should be included in the Company's annual report on Form 10-K.
3. Obtain annually from the independent auditor (before the filing of any audit report) a report of all critical accounting policies and practices; all alternative treatments of financial information that have been discussed with Company management, including the ramifications of the use of such alternate disclosures and treatments and the treatment preferred by the independent auditor; and all material communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences. Obtain from the independent auditor all other written statements and other communications relating to their independence from the Company that may be required under applicable rules governing independent auditors.
4. At least quarterly, in connection with the committee's review of each quarter's financial statements, the Committee will meet to review and discuss with management and the independent auditors (as appropriate):
 - The quarterly financial statements and the results of the independent auditor's review of those financial statements;
 - Including but not limited to significant matters relating to –
 - accounting principles applied in the financial statements;
 - new or changed accounting policies, and significant estimates, judgments, uncertainties or unusual transactions;
 - selection, application and effects of critical accounting policies and estimates applied by the Company; and
 - any off-balance sheet transactions and relationships with any unconsolidated entities or any other persons that may have a material current or future effect on

the financial condition or results of the Company.

- Specific intended disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations”
5. Review and discuss earnings press releases (including any use of “pro forma” or non-GAAP information) as well as financial information and earnings guidance provided to analysts. The Audit Committee’s responsibility to discuss earnings releases as well as financial information and earnings guidance may be done generally – i.e., discussions of types of information to be disclosed and the type of presentation to be made. The Audit Committee need not discuss in advance each earnings release or each instance in which the Company might provide earnings guidance.
 6. Discuss with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 114 relating to the conduct of the audit, including the quality and acceptability of the accounting principles applied in the financial statements; new or changed accounting policies, the effect of regulatory and accounting initiatives, and significant estimates, judgments, uncertainties or unusual transactions; selection, application and effects of critical accounting policies and estimates applied by the company; issues raised by any management letter or internal control letter provided by the independent auditor and the Company’s response to that letter; any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information; and any significant disagreements with management.
 7. Review and discuss with management any reported significant deficiencies in the design or operation of internal control over financial reporting or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company’s internal control over financial reporting.
 8. To the extent the Committee deems necessary or appropriate, discuss with the independent auditor material issues on which the Company’s audit team consulted the independent auditor’s national office.
 9. Periodically, as the Committee determines to be necessary or appropriate, review with management the Company’s disclosure controls and procedures, internal control over financial reporting, internal accounting controls and policies, systems and procedures to promote compliance with laws. Periodically discuss with management and the independent auditor the effect of regulatory and accounting developments as well as off balance sheet structures on the Company’s financial statements.

C. Internal Audit Function

In carrying out its responsibilities with respect to the Company’s internal audit function, the Audit Committee shall review the Company’s internal audit function (which may be outsourced to a firm other than the Company’s independent auditor) and meet separately with appropriate members of the internal audit function from time to time. The Audit Committee shall discuss with management and the independent auditor the internal audit function’s budget and staffing and any recommended changes

in the planned scope of the internal audit. The Committee shall review the significant reports to management prepared by the internal audit function and management's responses to any such reports.

D. Compliance Oversight and Other Matters

In connection with its compliance and other oversight responsibility, the Audit Committee shall:

1. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. The Committee shall ensure that all such complaints and concerns are treated confidentially and anonymously.
2. Review and approve all transactions between the Company and any related person that are required to be disclosed pursuant to Regulation S-K Item 404 ("Item 404"), as well as all transactions and potential conflict of interest situations involving any member of the Board of Directors or senior management. "Related person" and "transaction" shall have the meanings given to such terms in Item 404, as it may be amended from time to time.
3. Obtain from the Company's independent auditor assurance that it is not aware of any circumstances that would require reporting under Section 10A of the Securities Exchange Act of 1934.
4. Prepare the report of the Audit Committee required by the proxy rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement.
5. Review with the Chief Executive Officer and the Chief Financial Officer the Company's disclosure controls and procedures and, at least quarterly, management's conclusions about the efficacy of such disclosure controls and procedures, including any deficiencies in or material non-compliance with, such controls and procedures.
6. Obtain periodic reports from Company management with respect to the Company's compliance with applicable laws and regulations, as well as the Company's Code of Business Conduct. The Committee will conduct any activities relating to the Company's Code of Business Conduct as may be delegated from time to time to the Committee by the Board.
7. Review risks relating to the financial statements, auditing and financial reporting process, key credit risks, liquidity risks and market risks, and inquire of management, internal audit and the independent auditor about the Company's major financial and auditing risks or exposures; discuss policies with respect to risk assessment and risk management with senior management; discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures; report the results of such review to the full Board of Directors. While it is the job of the Chief Executive Officer and senior management to assess and manage the Company's exposure to risk, the Audit Committee must discuss guidelines and policies to govern the process by which this is handled.

8. Report regularly to the Board of Directors.
9. Review and assess the Charter of this Committee at least annually and recommend any proposed changes to the Board of Directors for approval.
10. Review and evaluate, at least annually, the Committee's own performance and its effectiveness, and report the results thereof to the Board of Directors.