



BOARD DIVERSITY POLICY

April 2019

TerraForm Power, Inc. (the “Company”) is committed to enhancing the diversity of its board of directors (the “Board”). This policy (the “Diversity Policy”) is informed by the Company’s presence in many global jurisdictions and the belief that the Board should reflect a diversity of backgrounds relevant to its strategic priorities. This includes such factors as diversity of business expertise and international experience, in addition to geographic and gender diversity.

The Board’s Nominating and Corporate Governance Committee is charged with reviewing and assessing the qualifications of candidates to be nominated as directors of the Board. Diversity on the Board influences succession planning and is one criterion in adding new members to the Board. All Board appointments will be based on merit, having due regard for the benefits of diversity on the Board, so that each nominee possesses the necessary skills, knowledge and experience to serve effectively as a director.

The Board should reflect a balance between the experience that comes with longevity of service on the Board and the need for renewal and fresh perspectives. While this Policy does not require director term limits because they are overly prescriptive, it does support periodically adding new voices to the Board to help the Company adapt to a changing business environment and affirms that this is a priority.

The Nominating and Corporate Governance Committee is responsible for overseeing the implementation this Policy and for monitoring progress towards achieving these objectives.