



Investor Update and Results for 1Q 2017

June 30, 2017



TerraForm ^{GLOBAL}

Forward-Looking Statements

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. These statements involve estimates, expectations, projections, goals, assumptions, known and unknown risks, and uncertainties and typically include words or variations of words such as “expect,” “anticipate,” “believe,” “intend,” “plan,” “seek,” “estimate,” “predict,” “project,” “goal,” “guidance,” “outlook,” “objective,” “forecast,” “target,” “potential,” “continue,” “would,” “will,” “should,” “could,” or “may” or other comparable terms and phrases. All statements that address operating performance, events, or developments that TerraForm Global expects or anticipates will occur in the future are forward-looking statements. They may include financial metrics such as estimates of expected adjusted EBITDA, cash available for distribution (CAFD), earnings, revenues, capital expenditures, liquidity, capital structure, future growth, financing arrangement and other financial performance items (including future dividends per share), descriptions of management’s plans or objectives for future operations, products, or services, or descriptions of assumptions underlying any of the above. Forward-looking statements are based on TerraForm Global’s current expectations or predictions of future conditions, events, or results and speak only as of the date they are made. Although TerraForm Global believes its respective expectations and assumptions are reasonable, it can give no assurance that these expectations and assumptions will prove to have been correct and actual results may vary materially.

By their nature, forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. Factors that might cause such differences include, but are not limited to, risks related to the closing of the transactions contemplated by the merger agreement entered into with certain affiliates of Brookfield Asset Management Inc. and the consequences to the Company if the Brookfield Transaction is not consummated, the settlement agreement entered into among the Company, SunEdison and certain of their respective affiliates to resolve, among other things, the intercompany claims between the Company and SunEdison in the SunEdison bankruptcy, the SunEdison bankruptcy, including our transition away from reliance on SunEdison for management, corporate and accounting services, employees, critical systems and information technology infrastructure, and the operation, maintenance and asset management of our renewable energy facilities; risks related to events of default and potential events of default arising under the indenture governing our senior notes, and/or project-level financing; risks related to failure to satisfy the requirements of Nasdaq, which could result in the delisting of our common stock; risks related to delays in our filing of periodic reports with the SEC; risks related to our potential execution of strategic alternatives; pending and future litigation; our ability to integrate the projects we acquire from third parties or otherwise realize the anticipated benefits from such acquisitions; the willingness and ability of counterparties to fulfill their obligations under offtake agreements; price fluctuations, termination provisions and buyout provisions in offtake agreements; our ability to successfully identify, evaluate, and consummate acquisitions; government regulation, including compliance with regulatory and permit requirements and changes in market rules, rates, tariffs, environmental laws and policies affecting renewable energy; operating and financial restrictions under agreements governing indebtedness; the condition of the debt and equity capital markets and our ability to borrow additional funds and access capital markets, as well as our substantial indebtedness and the possibility that we may incur additional indebtedness going forward; our ability to compete against traditional and renewable energy companies; potential conflicts of interests or distraction due to the fact that several of our directors and most of our executive officers are also directors or executive officers of TerraForm Power, Inc.; and hazards customary to the power production industry and power generation operations, such as unusual weather conditions and outages; and our ability to manage our capital expenditures, economic, social and political risks and uncertainties inherent in international operations, including operations in emerging markets and the impact of foreign exchange rate fluctuations, the imposition of currency controls and restrictions on repatriation of earnings and cash, protectionist and other adverse public policies, including local content requirements, import/export tariffs, increased regulations or capital investment requirements, conflicting international business practices that may conflict with other customs or legal requirements to which we are subject, inability to obtain, maintain or enforce intellectual property rights, and being subject to the jurisdiction of courts other than those of the United States, including uncertainty of judicial processes and difficulty enforcing contractual agreements or judgments in foreign legal systems or incurring additional costs to do so. Many of these factors are beyond TerraForm Global’s control.

TerraForm Global disclaims any obligation to publicly update or revise any forward-looking statement to reflect changes in underlying assumptions, factors, or expectations, new information, data, or methods, future events, or other changes, except as required by law. The foregoing list of factors that might cause results to differ materially from those contemplated in the forward-looking statements should be considered in connection with information regarding risks and uncertainties which are described in TerraForm Global’s Form 10-K for the fiscal year ended December 31, 2016, as well as additional factors it may describe from time to time in other filings with the Securities and Exchange Commission. You should understand that it is not possible to predict or identify all such factors and, consequently, you should not consider any such list to be a complete set of all potential risks or uncertainties.

Importance of Our Risk Factors

This presentation provides certain financial and operating metrics of TerraForm Global, Inc. (“TerraForm Global” or the “Company”) as of or for the quarters ended March 31, 2016 and March 31, 2017.

Please review these results together with the risk factors detailed in our annual report on Form 10-K for the fiscal year ended December 31, 2016 filed with the SEC on June 15, 2017.

The information presented on the following slides does not represent a complete picture of the financial position, results of operation or cash flows of TerraForm Global, is not a replacement for full financial statements prepared in accordance with U.S. GAAP and should not be viewed as indicative of future results, which may differ materially.

You should also refer to our Form 10-K for the fiscal year 2016, our Form 10-Q for the period ended March 31, 2017 filed with the SEC on June 27, 2017 and the other filings we have made with the SEC.

TerraForm Global Focused on Key Areas of Execution

- **Fleet continues to perform well**
- **We filed our Form 10-Q for 1Q 2017 on June 27, 2017**
- **We held our annual shareholder meeting on June 29, 2017**
- **We have regained compliance with the Nasdaq listing rules**
- **We are working to satisfy the conditions to closing of the Brookfield acquisition, including the closing of our settlement agreement with Renova on June 29, 2017, and receipt of bankruptcy court approval for the settlement agreement with SunEdison on June 7, 2017**

1Q 2017 Results

Metrics	1Q 2017	1Q 2016	% change YoY
Revenue, net (\$M)	\$56	\$48	18%
Net Income / (Loss) (\$M)	(\$2)	(\$6)	n/a

Non-GAAP Metrics	1Q 2017	1Q 2016	% change YoY
Net MW Owned (Period End)	919	890	3%
Capacity Factor	25.2%	24.5%	+70 bps
MWh (000s)	539	506	7%
Adj. Revenue / MWh	\$105	\$95	11%
Adj. Revenue (\$M)	\$57	\$48	19%
Adj. EBITDA (\$M) ¹	\$36	\$34	7%
Adj. EBITDA margin	63.4%	70.2%	(690) bps
CAFD (\$M) ¹	(\$22)	\$44	n/a

Commentary

- Operating results slightly below management expectations, due primarily to wind resource below 1Q average in Brazil and China
- Compared to 1Q 2016, fleet size and generation increased due to the addition of 26 MW from a plant in Uruguay, and additional economic interest in two India power plants
- Adjusted EBITDA margin declined vs. 1Q 2016 driven primarily by loss of G&A support from SunEdison
- CAFD declined vs. 1Q 2016 driven primarily by the loss of \$41M of interest support from SunEdison, decrease of \$7M of India VGF, and lower release of restricted cash

1. Excludes non-operating cash costs incurred (costs that are not representative of our core operations)

Appendix

Definitions: Adjusted Revenue, Adjusted EBITDA and Cash Available for Distribution

Reconciliation of Operating Revenues, Net to Adjusted Revenue

We define adjusted revenue as operating revenues, net, adjusted for non-cash items including unrealized gain/loss on derivatives, amortization of favorable and unfavorable rate revenue contracts, net and other non-cash revenue items. We believe adjusted revenue is useful to investors in evaluating our operating performance because securities analysts and other interested parties use such calculations as a measure of financial performance. Adjusted revenue is a non-GAAP measure used by our management for internal planning purposes, including for certain aspects of our consolidated operating budget.

Reconciliation of Net Income (Loss) to Adjusted EBITDA

We believe Adjusted EBITDA is useful to investors in evaluating our operating performance because securities analysts and other interested parties use such calculations as a measure of financial performance and debt service capabilities. In addition, Adjusted EBITDA is used by our management for internal planning purposes, including for certain aspects of our consolidated operating budget.

We define adjusted EBITDA as net income (loss) plus depreciation, accretion and amortization, non-cash affiliate general and administrative costs, acquisition related expenses, interest expense, gains (losses) on interest rate swaps, foreign currency gains (losses), income tax (benefit) expense and stock compensation expense, and certain other non-cash charges, unusual or non-recurring items and other items that we believe are not representative of our core business or future operating performance. Our definitions and calculations of these items may not necessarily be the same as those used by other companies. Adjusted EBITDA is not a measure of liquidity or profitability and should not be considered as an alternative to net income, operating income, net cash provided by operating activities or any other measure determined in accordance with U.S. GAAP.

Reconciliation of Adjusted EBITDA to Cash Available for Distribution “CAFD”

CAFD is not a measure of liquidity or profitability and should not be considered as an alternative to net income, operating income, net cash provided by operating activities or any other measure determined in accordance with U.S. GAAP

We define CAFD as adjusted EBITDA of Global LLC as adjusted for certain cash flow items that we associate with our operations. Cash available for distribution represents adjusted EBITDA (i) minus deposits into (or plus withdrawals from) restricted cash accounts required by project financing arrangements to the extent they decrease (or increase) cash provided by operating activities, (ii) minus cash distributions paid to non-controlling interests in our renewable energy facilities, if any, (iii) minus scheduled project-level and other debt service payments and repayments in accordance with the related borrowing arrangements, to the extent they are paid from operating cash flows during a period, (iv) minus non-expansionary capital expenditures, if any, to the extent they are paid from operating cash flows during a period, (v) plus or minus operating items as necessary to present the cash flows we deem representative of our core business operations, with the approval of the audit committee.

Reg G: Reconciliation of Net Operating Revenue to Adjusted Revenue, Net Income / (Loss) to Adjusted EBITDA and Adjusted EBITDA to CAFD

\$000s, unless otherwise noted

	3 Months Ended, March 31, 2017	3 Months Ended, March 31, 2016
Operating revenue, net	56,484	47,686
Amortization of favorable and unfavorable rate revenue contracts, net (a)	374	216
Adjusted revenue	56,858	47,902
Adjustments to reconcile net income to adjusted EBITDA and cash available for distribution		
Net income	(1,953)	(6,248)
<i>Add/(Subtract):</i>		
Interest expense, net	30,489	33,663
Income tax expense (benefit)	2,465	858
Depreciation, accretion and amortization expense	15,475	14,788
General and administrative expense - G&A (b)	8,178	5,043
Non-cash stock-based compensation	1,038	1,107
Acquisition, formation and related cost (c)	-	10,005
Loss (gain) on foreign currency exchange, net (d)	(21,642)	(12,349)
Loss (gain) on extinguishment of debt, net	6,767	(6,261)
Other net loss (income)	(5,051)	(6,970)
Other non-operating expenses (e)	262	-
Adjusted EBITDA	36,027	33,636
<i>Add/(Subtract):</i>		
Interest payment (f)	(50,581)	(55,696)
Scheduled project level and other debt service and repayments	(4,744)	(2,705)
Cash distributions to non-controlling interests	-	-
Non-expansory capital expenditures	(1,815)	(79)
Change in restricted cash (g)	(942)	10,731
SunEdison interest support	-	41,208
India viability gap funding receipt	-	7,107
Economic interest (h)	-	3,531
BioTherm dividend receipt	2,422	3,775
Settlement gain/(loss) on foreign currency exchange related to operations	(4,366)	732
Other (including interest income received) (i)	2,414	1,575
Cash available for distribution	(21,586)	43,814

Footnotes to Reg. G

- (a) Represents net amortization of favorable and unfavorable rate revenue contracts included within operating revenues, net.
- (b) In conjunction with the closing of the IPO in August 5, 2015, we entered into the MSA with SunEdison, pursuant to which SunEdison agreed to provide or arrange for other service providers to provide management and administrative services to us. No cash consideration was paid to SunEdison for these services for the three months ended March 31, 2017 or three months ended March 31, 2016 and amount of general and administrative expense-affiliate in excess of the fees paid to SunEdison is treated as an addback in the reconciliation of net income (loss) to Adjusted EBITDA. In addition, non-operating items and other items incurred directly by TerraForm GLBL that we do not consider indicative of our core business operations will be treated as an addback in the reconciliation of net income (loss) to Adjusted EBITDA. The Company's normal operating general and administrative expenses, not paid by SunEdison, \$8.9M for the 3 months ended March 31, 2017 and \$1.3M for the 3 months ended March 31, 2016 are not added back in the reconciliation of net income (loss) to Adjusted EBITDA.
- (c) Represents transaction related costs, including affiliate acquisition costs, associated with the acquisitions completed during the 3 months ended March 31, 2016 and year ended December 31, 2015 since such costs are considered to be paid for with financing sources. Additionally, includes formation and offering related fees and expenses and Formation and offering related fees and expenses – affiliate reflected in the consolidated statement of operations. These fees consist of professional fees for legal, tax, and accounting services related to our IPO.
- (d) Includes settled and unsettled gains and losses on foreign currency hedges related to operating and investing activities. The net loss relates primarily to losses on foreign currency hedges of certain planned acquisitions, and is partially offset by gains on foreign currency hedges associated with operations.
- (e) Other charges and or non operating items that we believe are not representative of our core business or future operating performance. For the 3 months ended March 31, 2017, includes \$0.2M PP&E replacement value write-off (CAFD impact recorded in actual and or expected to be recorded in non-expansary capital expenditures).
- (f) Pursuant to TerraForm Global's second supplemental indenture relating to GLBL's 9.75% Senior Notes due 2022, completed on September 2, 2016, the company was required to pay a special interest on the notes beginning on September 6, 2016 to December 6, 2016 at a rate equal to 4.00% per annual or \$7.7M for the specified period, due and payable at the next scheduled Senior Notes interest payment cycle in February of 2017. The interest payment amounts for the 3 months ended March 31, 2017 excludes this \$7.7M special interest, which we do not consider indicative of our core business operations.
- (g) Net change in restricted cash excludes impact of any foreign currency appreciation or depreciation during the period in 2016 or 2017.
- (h) Items include economic ownership in certain acquired operating assets, which accrued to TerraForm Global, Inc. prior to each acquisition close date. For the 3 months ended March 31, 2016, \$3.5M related to our acquisition of wind plants from Renova for the period May 1, 2015 to September 18, 2015.
- (i) For the 3 months ended March 31, 2017, includes \$1.7M Escrow release from Brazil, net interest income \$1.1M and net withholding tax/other (\$0.4M). For the 3 months ended March 31, 2016, includes net interest income \$2.2M and net withholding tax/other (\$0.6M).

