



Worldwide Gift, Entertainment and Travel Policy

I. Introduction

Business gifts and entertainment on a modest scale can be used to build goodwill and strengthen working relationships among business associates. Providing or accepting occasional meals, small company mementoes and tickets to sporting and cultural events may be appropriate in certain circumstances. However, if offers of gifts, entertainment or travel are frequent or of substantial value, they may create an actual or apparent conflict of interest or illicit payment.

This Gifts, Entertainment and Travel policy is intended to help employees make the right decisions when providing or accepting gifts, entertainment or travel while conducting business on behalf of SunEdison. The SunEdison Code of Business Conduct and the SunEdison Foreign Anti-Corruption Policy also govern aspects of employee conduct in providing or accepting gifts, entertainment or travel while conducting SunEdison business.

Employees must exercise good judgment in accepting or providing gifts, entertainment or travel, and should talk to their supervisor or the SunEdison Legal Department when in doubt as to the appropriateness of a situation.

II. Scope

This Policy applies to all employees, officers, and directors of SunEdison and its subsidiaries and affiliates worldwide.

III. Gifts

SunEdison recognizes that it is customary for its employees and suppliers, customers, and other business partners to occasionally exchange nominal gifts, often promotional in nature. The cumulative annual value of all gifts an employee may give or receive from any one gift giver or recipient cannot exceed US \$300 unless approved by the General Counsel or his designee.

a. Prohibited Gifts

As a general rule, the following gifts are never appropriate to either give or receive from any supplier, customer, or other business partner outside SunEdison:

1. cash, or cash equivalent (such as gift cards or gift certificates);
2. gifts prohibited by local law;

3. bribes, payoffs, or kickbacks (e.g., in order to obtain or retain business, or to secure an improper advantage, such as securing favorable tax treatment);
4. services or other non-cash benefits (e.g. the promise of employment); and
5. gifts to family members of a supplier, customer, or other business partner.

b. Appropriate Gifts

SunEdison employees may give or receive gifts from suppliers, customers, or other business partners outside SunEdison, provided the gift:

1. is not a “Prohibited Gift” as listed above;
2. is for legitimate business purposes, such as building goodwill and strengthening working relationships (e.g., holiday or ceremonial presentations, service anniversaries, or retirement);
3. does not actually, apparently, or impliedly entitle or obligate a supplier, customer, or other business partner to give or receive preferential treatment, an award of business, better prices, or improved terms of sale;
4. is valued no greater than US \$100 (or US \$300 if promotional in nature); and
5. if received and valued above US\$100 (or above US \$300 if promotional in nature), is reported to and approved by the General Counsel or his designee.

c. Gifts to Government Officials

No gifts may be offered to government officials without the prior written approval by the General Counsel or his designee.

In addition to the other guidelines provided herein, SunEdison employees should be especially careful when offering gifts to government officials. Because the laws of the United States and most other nations prohibit giving or offering anything of value to government officials in order to obtain or retain business or to secure some other improper advantage, it is important to be sure that gifts to these individuals cannot be construed as bribes.

Per the SunEdison Foreign Anti-Corruption Policy, any SunEdison employee wishing to give a gift to a government official must always fill out the “Request for Authorization – Gift to Foreign Official” which can be found on the SunEdison intranet. If the gift is valued at no more than US \$100 or if it is a promotional gift valued at no more than US \$300, the gift must be approved in advance and in writing by the senior Company manager in the country where the gift will be made. If the gift is valued at more than US \$100 or if it is a promotional gift valued at more than US \$300, then, just like with gifts to non-government officials, the gift must be approved in advance by the General Counsel or his designee. The cumulative annual value of all gifts to



any one government official cannot exceed US\$300 unless approved by SunEdison's Audit Committee or Board of Directors.

IV. Entertainment

Entertainment is handled differently than gifts under this Policy. Entertainment is considered to be events paid for where the host is present. For instance, sporting or cultural events to which tickets were provided or accepted by a supplier, customer, or other business partner yet not attended by the host are really "gifts" and should be considered under Section III "Gifts" above.

SunEdison employees may accept or provide business entertainment offered for legitimate business purposes provided that it complies with these Entertainment guidelines.

a. Prohibited Entertainment

SunEdison may never provide or receive entertainment from suppliers, customers, or other third supplier, customer, or other business partners if the entertainment is in the form of the following:

1. entertainment that can be viewed as excessive, extravagant, or lavish in the context of the business occasion;
2. "adult" entertainment or any sort of event involving nudity or lewd behavior;
3. entertainment that the provider or receiver knows the other supplier, customer, or other business partner is not permitted to give or receive; and
4. entertainment that is otherwise prohibited by law.

b. Appropriate Entertainment

SunEdison employees may provide or receive entertainment from suppliers, customers, or other third supplier, customer, or other business partners, provided the entertainment:

1. is infrequent;
2. is reasonably related to a legitimate business purpose (e.g. accompanying a customer or supplier to a local theatre/sporting event or attending a business meal);
3. is not given as a bribe, payoff, or kickback (e.g. in order to obtain or retain business, or to secure an improper advantage);

4. does not actually, apparently, or impliedly entitle or obligate a supplier, customer, or other business partner to provide or receive preferential treatment, an award of business, better prices, or improved terms of sale;
5. is in good taste and occurs at a business-appropriate venue;
6. is reasonable and appropriate in the context of the business occasion; and
7. would not influence, or appear to influence the employee's ability to act in the best interest of SunEdison.

c. Entertainment to Government Officials

No SunEdison employee may offer entertainment to government officials without prior written approval by the General Counsel or his designee. Per the SunEdison Foreign Anti-Corruption Policy, any SunEdison employee wishing to entertain a government official must always fill out the "Request for Authorization – Gift to Foreign Official" which can be found on the SunEdison intranet.

V. Travel

Under no circumstances should a SunEdison employee accept offers to pay for travel-related expenses from customers, suppliers or other business partners.

Like gifts and entertainment, paying for travel-related expenses for a supplier, customer, government official or other business partner must be exercised with special care. But unlike gifts and entertainment, travel expenses are rarely "nominal." As a result, any payment of travel expenses for a supplier, customer, government official or other business partner requires prior approval by the General Counsel or his designee. When the payment of travel expenses is contemplated for government officials, such approval should be sought pursuant to the "Request for Authorization – Payment of Travel Expenses for Foreign Official," which can be found on the SunEdison intranet.

The General Counsel or his designee shall review the requests on a case-by-case basis. In reviewing the request, the General Counsel or his designee will consider a number of factors, including whether:

1. the primary purpose of the travel is business-related;
2. the class of travel is appropriate and reasonable;
3. the proposed expenditures comply with United States and local laws and customers; and
4. the itinerary minimizes side trips and avoids tourist or vacation destinations.