

TERRAFORM GLOBAL, INC.
CORPORATE GOVERNANCE GUIDELINES

(Adopted on July 29, 2015)

1. ROLE AND COMPOSITION OF THE BOARD OF DIRECTORS

Role of the Board

The Board of Directors (the “Board”) of TerraForm Global, Inc. (the “Company”), which is elected by the Company’s stockholders, oversees the management of the Company and its business. The Board monitors the performance of senior management; selects, evaluates and compensates the Chief Executive Officer (“CEO”) and oversees CEO succession planning; provides counsel and oversight on the selection, evaluation, development and compensation of senior management; reviews, approves and monitors fundamental financial and business strategies and major corporate actions; assesses major risks facing the Company and its management; and oversees processes for maintaining the integrity of the Company. The Board’s goals are to build long-term value for the Company’s stockholders and to assure the vitality of the Company for its customers, suppliers and other stakeholders.

Role of Directors

The basic responsibility of each director is to exercise sound business judgment and to act in a manner he or she reasonably believes to be in the best interests of the Company and its stockholders. A director is expected to spend the time and effort necessary to properly discharge such director’s responsibilities. Accordingly, a director is expected to regularly attend meetings of the Board and committees on which such director sits, and to review prior to meetings material distributed in advance of such meetings. A director who is unable to attend a meeting (which it is understood will occur on occasion) is expected to notify the Chair of the Board or the Chair of the appropriate committee in advance of such meeting.

Size, Composition and Membership Criteria

The Board is presently composed of nine (9) directors. The entire Board is elected annually. The first annual meeting of the stockholders will occur in 2016. At all times, subject to applicable phase-in periods after the Company ceases to be a “Controlled Company” (as defined in the Nasdaq listing standards), a majority of the Board’s members will be independent. An “independent” director is a director who meets the definition of “independent director” under the Nasdaq listing standards and is affirmatively determined to be “independent” by the Board.

The Board membership criteria include, among other things, an individual’s business experience and skills, independence, judgment, integrity and ability to commit sufficient time and attention to the activities of the Board. The Corporate Governance and Conflicts Committee of the Board considers these criteria in the context of an assessment of the perceived needs of the Board as a whole and seeks to achieve a diversity of occupational and personal backgrounds on the Board.

The Corporate Governance and Conflicts Committee reviews the qualifications of director candidates in light of applicable Board membership criteria and recommends candidates to the Board for election by the stockholders at the annual meeting, in accordance with the terms of the Company's bylaws.

This Corporate Governance and Conflicts Committee also considers nominations by stockholders who recommend candidates for election to the Board in compliance with the advance notice provisions in the Company's Bylaws, applicable Securities and Exchange Commission rules and regulations, and applicable Nasdaq rules and regulations.

Board Leadership

The Board understands that there is no single, generally accepted approach to providing Board leadership and that it is in the best interests of the Company for the Board to make a determination regarding whether or not to separate the roles of Chair of the Board and CEO based upon the circumstances. Currently, the offices of Chair and CEO are held by different individuals.

Change in Principal Occupation

When a director's principal occupation or business association changes substantially during the director's tenure on the Board, the director should tender his or her resignation for consideration by the Corporate Governance and Conflicts Committee. The Corporate Governance and Conflicts Committee will recommend to the Board the action, if any, to be taken with respect to the offer of resignation.

Director Attendance at Annual Meetings of Stockholders

Directors are invited and encouraged to attend the Company's annual meeting of stockholders. A director who is unable to attend the Company's annual meeting of stockholders (which it is understood will occur on occasion) is expected to notify the Chair of the Board in advance of the meeting.

Service on Other Boards

A director who also serves in the capacity of a CEO or in an equivalent position should not serve on more than three boards of public companies in addition to the Board, and other directors should not serve on more than four other boards of public companies in addition to the Board. Current positions in excess of these limits may be maintained unless the Board determines that doing so would impair the director's service on the Company's Board.

2. FUNCTIONING OF THE BOARD AND BOARD MEETINGS

Frequency of Meetings

There shall be at least five regularly scheduled meetings of the Board each year. At least one regularly scheduled meeting of the Board shall be held quarterly.

Agendas

The Chair (in consultation with the CEO, so long as such positions are held by two separate individuals) sets the agenda for Board meetings with the understanding that certain items pertinent to the advisory and monitoring functions of the Board will be brought to it periodically by the Chair for review and/or decision. Agenda items that fall within the scope of responsibilities of a Board committee are reviewed with the chair of that committee. Directors are encouraged to suggest items of discussion for inclusion on the meeting agenda.

Distribution of Board Materials

Board materials related to agenda items are provided to directors sufficiently in advance of Board meetings to allow directors to review and prepare for discussion of the items at the meeting. In some cases, due to timing or the sensitive nature of an issue, materials are presented only at the Board meeting.

Director Access to Management and Employees

At the invitation of the Board, members of senior management recommended by the Chair or CEO may attend Board meetings or portions of meetings for the purpose of participating in discussions. Generally, presentations of matters to be considered by the Board are made by the manager responsible for that area of the Company's operations. Directors also have full and free access to other members of management, to employees of the Company, and to the Company's counsel, subject to their use of judgment to assure that this access is not distracting to the business operations of the Company.

Access to Outside Advisors

The Board and its committees have the right to retain independent financial, legal or other advisors as they determine appropriate to assist them in the performance of their respective functions, without consulting or obtaining the approval of any officer of the Company in advance, and the Company shall bear all fees and expenses associated with such retention.

Executive Sessions of Non-Management Directors

The non-management directors meet in executive session periodically following Board meetings. It is the policy of the Board that the Chair presides at executive sessions; provided that if the Chair is a member of management, then it is the policy of the Board to elect a non-management director to preside at executive sessions.

3. DIRECTOR COMPENSATION

Non-employee directors are compensated in accordance with determinations made by the Board from time to time and the TerraForm Global, Inc. 2014 Long-Term Incentive Plan. The Board believes that a significant portion of a director's compensation should be in the form of equity to further align the interests of directors and stockholders. The Board reviews the amount and composition of director compensation from time to time and makes changes as appropriate.

Directors that are officers or employees of the Company do not receive any additional compensation for service on the Board.

Company policy and federal law prohibits the Company from directly or indirectly making any loan to a director or executive officer of the Company.

4. STOCK OWNERSHIP GUIDELINES

Because a significant ownership stake leads to a stronger alignment of interests between directors and stockholders, each director is required to own a meaningful amount of Company stock, as determined by the Board.

5. SUCCESSION AND MANAGEMENT DEVELOPMENT

The CEO reports annually to the Board on the Company's program for succession and management development. The Board, in collaboration with the CEO, plans for succession to the position of CEO as well as certain other senior management positions. The Board and the Corporate Governance and Conflicts Committee periodically review the Company's succession plans regarding the selection of individuals to fill these positions.

6. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Company has an orientation process for directors that includes extensive materials and meetings with key management designed to familiarize new directors with the Company's business, operations, finances and governance practices. The Board encourages directors to participate in education programs to assist them in performing their responsibilities as directors.

7. ANNUAL PERFORMANCE EVALUATION

The Board and each of its committees conduct annual self-evaluations to assess their effectiveness. Individual directors are also evaluated by the Board. In connection with its self-evaluation, each committee reviews its charter. The Corporate Governance and Conflicts Committee coordinates the Board's self-evaluation.

8. STRUCTURE AND FUNCTIONING OF COMMITTEES

Number, Structure and Independence of Committees

The bylaws of the Company enable the Board, by majority vote, to form committees for any purpose and to delegate to such committees such power and authority as the Board deems appropriate. Currently the Board's standing committees are the Audit Committee and the Corporate Governance and Conflicts Committee.

The Board may also establish and maintain other committees of the Board from time to time as it deems necessary and appropriate, with such power and authority as the Board may determine.

Assignment and Rotation of Committee Members

The Board is responsible for determining committee size, structure, composition and functioning. Committee members are appointed by the full Board. The Chair of the respective committees are elected by the Board. It is the policy of the Board that consideration be given to rotating committee members periodically, but the Board does not believe that rotation should be mandated as a policy.

Responsibilities

Each committee operates under a written charter that sets forth the purposes, goals and responsibilities of the committee as well as qualifications for committee membership. Committees report regularly to the full Board with respect to their activities. Each committee has the authority to retain outside advisors as it determines appropriate to assist it in the performance of its functions.

9. COMMUNICATIONS WITH DIRECTORS

As noted above, the Chair (or so long as the Chair is a member of management, a designated non-management director) has responsibility for chairing executive sessions of the Company's non-management directors. Stockholders and others may communicate with the Chair or with our directors as a group by writing to them c/o the General Counsel, TerraForm Global, Inc., 7550 Wisconsin Avenue, 9th Floor, Bethesda, Maryland 20814.

10. PERIODIC REVIEW OF GUIDELINES

These guidelines shall be reviewed periodically by the Corporate Governance and Conflicts Committee and any amendments shall be presented to the Board for adoption.