

VIVINT SOLAR, INC.

CORPORATE GOVERNANCE GUIDELINES

(Adopted on August 22, 2014, Effective as of September 30, 2014)

The Board of Directors (the “*Board*”) of Vivint Solar, Inc. (the “*Company*”) has approved the following as guidelines for the Board’s conduct as it exercises its oversight of the business of the Company in accordance with its fiduciary responsibilities.

1. ROLE OF THE BOARD

The role of the Board is to oversee the performance of the chief executive officer (“*CEO*”) and other senior management and to assure that the best interests of stockholders are being served. To satisfy this responsibility, the Board expects its members to take a proactive approach to their duties and function as active monitors of corporate management. Accordingly, the directors provide oversight in the formulation of the long-term strategic, financial and organizational goals of the Company and of the plans designed to achieve those goals. In addition, the Board reviews and approves Company standards and policies to assure that management carries out their day-to-day operational duties in a competent and ethical manner and consistent with standards of responsible conduct and ethics.

The day-to-day business of the Company is carried out by its employees, managers and officers, under the direction of the CEO and the oversight of the Board, to enhance the long term value of the Company for the benefit of stockholders. The Board and management also recognize that creating long term enterprise value is advanced by considering the interests and concerns of other stakeholders, including the Company’s employees, customers, creditors and suppliers as well as the community generally.

The Board understands that effective directors act on an informed basis after thorough inquiry and careful review, appropriate in scope to the magnitude of the matter being considered. The directors know their position requires them to ask probing questions of management and outside advisors. The directors also rely on the advice, reports and opinions of management, counsel and expert advisers. In doing so, the Board evaluates the qualifications of those it relies upon for information and advice and also looks to the processes used by managers and advisors in reaching their recommendations. In addition, the Board has the authority to hire outside advisors at the Company’s expense if they feel it is appropriate.

2. SELECTION OF CHAIRMAN OF THE BOARD AND CEO

The Board shall fill the chairman of the Board (the “*Chairman*”) and CEO positions based upon the Board’s view of what is in the best interests of the Company. The CEO and Chairman may, but need not be, the same person.

3. LEAD INDEPENDENT DIRECTOR

If the Chairman of the Board is an executive of the Company, the Board may elect a “Lead Independent Director,” who will have the responsibility to schedule and prepare agendas for meetings of outside directors. The Lead Independent Director may communicate with the Chairman and the CEO, disseminate information to the rest of the Board in a timely manner, raise issues with management on behalf of the outside directors when appropriate, and facilitate communications between management and the outside directors. In addition, the Lead Independent Director may have other responsibilities, including calling meetings of outside directors when

necessary and appropriate, being available, when appropriate, for consultation and direct communication with the Company's stockholders, building a productive relationship between the Board and the CEO, ensuring that the Board fulfills its oversight responsibilities in Company strategy, risk oversight and succession planning, and performing such other duties as the Board may from time to time designate. All members of the Board are encouraged to communicate with the Chairman and the CEO. As long as the Chairman is an independent, non-employee director, the "Lead Independent Director" responsibility may be assigned to the Chairman.

4. COMMITTEES

The Board has three standing committees: the Audit Committee, the Compensation Committee and the Nominating and Corporate Governance Committee. The Board will continue to delegate substantial responsibilities to each committee, and each committee member shall meet the membership criteria specified in the applicable charter for such committee. Additional committees may be formed from time to time as determined by the Board.

5. ASSIGNMENT OF COMMITTEE MEMBERS

Members of committees should be appointed (or re-appointed), and chairpersons of each committee designated, by the Board, upon recommendation by the Nominating and Corporate Governance Committee, periodically. While the composition of the committees of the Board should be looked at each year in making certain that these committees are not stagnant or without fair representation, it is the Board's belief that continuity of experience in the specific functions of these committees provides a significant benefit to the stockholders and to management.

6. FREQUENCY AND LENGTH OF COMMITTEE MEETINGS

Each committee chairman, in consultation with committee members, will determine the frequency and length of committee meetings, considering all relevant factors such as the committee's mandate, nature of current committee business to be discussed and the like. Moreover, the committee chairman should feel free to call additional committee meetings at times other than the scheduled meetings of the full Board.

7. COMMITTEE CHARTERS AND AGENDAS

Each committee shall have its own charter, which will set forth the purpose, membership requirements, authority and responsibilities of the committee. Each Committee will review and reassess the adequacy of its charter annually and shall submit any recommended changes to the Board for approval. Committee charters should be within the scope of authority granted by the Board and should be approved by the Board. The chairman of each committee, in consultation with appropriate members of management and staff, should develop the overall annual and individual meeting agenda. Any committee of the Board is authorized to engage its own outside advisors at the Company's expense, including legal counsel or other consultants, as the committee determines, provided that the committee shall promptly advise the full Board of such engagement.

8. CODE OF BUSINESS CONDUCT AND ETHICS AND RELATED-PARTY TRANSACTIONS

The Nominating and Corporate Governance Committee shall periodically review and approve the Company's Code of Business Conduct and Ethics, which is applicable to directors, officers and employees; consider questions of possible conflicts of interest of Board members and corporate officers; review actual and potential conflicts of interest (including corporate opportunities) of Board members and corporate officers; and approve or prohibit any involvement of such persons in matters that may involve a conflict of interest or corporate opportunity. Directors may be asked from time to time to leave a Board meeting when the Board is

considering a transaction in which the director (or another organization in which the director is a director or officer) has a financial or other interest.

The Audit Committee shall review the Company's related party transaction policy and review and oversee all transactions between the Company and a related person for which review or oversight is required by applicable law or that are required to be disclosed in the Company's financial statements or SEC filings, monitor compliance with the Company's Code of Business Conduct and Ethics and review and approve the Company's procedures for handling complaints regarding accounting or auditing matters.

9. BOARD MEETINGS AND AGENDA ITEMS

The Board shall meet in regularly scheduled meetings each year. The Chairman (or the Lead Independent Director, in consultation with the CEO, if not the same person) will set the agenda for each meeting. Each Board member is free to suggest inclusion of items on the agenda. The Board will annually review the Company's long-term strategic plans, as well as regularly reviewing operating performance, management plans and prospects and other issues facing the Company.

10. BOARD MATERIALS DISTRIBUTED IN ADVANCE

To the extent possible, management will distribute sufficiently in advance information and data which is important to the Board's understanding of matters to be discussed at the meeting, and the current status of the Company's business, to enable the directors to read and prepare for the meeting. On those occasions when the subject matter is too sensitive to be distributed, the subject will have to be introduced at the meeting.

11. BOARD, COMMITTEE AND STOCKHOLDER MEETINGS

Directors are expected to prepare for, attend, and actively participate in all Board and committee meetings. The Company encourages, but does not require, directors to attend the annual meeting of stockholders.

12. REGULAR ATTENDANCE OF MANAGEMENT AT BOARD MEETINGS

Management (*e.g.*, the Chief Financial Officer, the Chief Legal Officer and Secretary, and such other members of the executive staff as the Chairman or CEO may designate from time to time) will attend Board meetings on a regular basis. Other members of management and staff will attend meetings and present reports from time to time. Specifically, the Board encourages management to schedule managers to be present at Board meetings who can provide additional insight into the items being discussed because of personal involvement in these areas. It is understood that Company personnel and others attending Board meetings may be asked to leave the meeting in order for the Board to meet in executive session.

13. EXECUTIVE SESSIONS OF INDEPENDENT DIRECTORS AND AUDIT COMMITTEE

The Board shall regularly have separate meeting times for independent directors without management. Such executive sessions shall be held at least once a year, following regularly scheduled meetings and may occur at such other times as requested by an independent director. The Chairman or the Lead Independent Director shall preside at executive sessions, as the case may be.

The Audit Committee shall also meet periodically with the Company's outside auditors without management present, at such times as it deems appropriate.

14. BOARD ACCESS TO COMPANY EMPLOYEES

Board members should have full access to members of management, either as a group or individually, and to Company information that they believe is necessary to fulfill their obligations as Board members. The directors should use their judgment to ensure that any such contact or communication is not disruptive to the business operations of the Company.

15. BOARD COMPENSATION REVIEW AND STOCK OWNERSHIP

The Nominating and Corporate Governance Committee should conduct periodic reviews of non-employee director compensation. This review may include input from the Company's Human Resources department and outside consultants to evaluate director compensation compared to other companies of like size in the industry. Any change in director compensation should be approved by the full Board.

16. SIZE OF THE BOARD AND COMPOSITION

The size of the Board is established in accordance with the Company's bylaws and certificate of incorporation, and may vary based upon the size of the business and the availability of qualified candidates. Board size should facilitate active interaction and participation by all Board members. The Board will review from time to time the appropriateness of its size and member composition, subject to any obligations and procedures governing the appointment of Board members that may be set forth in a stockholders agreement to which the Company is party, in order to provide a range of expertise and perspective in areas relevant to the Company's business.

17. INDEPENDENCE OF DIRECTORS

For so long as the Company qualifies as a "controlled company" within the meaning of the New York Stock Exchange (the "NYSE") corporate governance standards, and subject to the applicable transition periods under the applicable NYSE rules, it may elect not to comply with certain corporate governance standards, including the requirement that a majority of the board of directors consist of independent directors. No director will be considered "independent" unless the Board affirmatively determines at least annually that the director has no material relationship with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company). The Company defines an "independent" director in accordance with Section 303A.02 of the Listed Company Manual of the NYSE. The NYSE independence definition includes a series of objective tests, such as that the director is not an employee of the Company and has not engaged in various types of business dealings with the Company. Because it is not possible to anticipate or explicitly provide for all potential conflicts of interest that may affect independence, the Board is also responsible for determining affirmatively, as to each independent director, that no material relationships exist which, in the opinion of the Board, would interfere with the exercise of independent judgment by such individual in carrying out the responsibilities of a director. In making these determinations, the Board will broadly consider all relevant facts and circumstances, including information provided by the directors and the Company with regard to each director's business and personal activities as they may relate to the Company and the Company's management. As the concern is independence from management, the Board does not view ownership of even a significant amount of stock, by itself, as a bar to an independence finding.

18. BOARD MEMBERSHIP CRITERIA AND SELECTION; ANNUAL ELECTION

The Nominating and Corporate Governance Committee should review on an annual basis candidates for nomination to the Board (including re-nomination of existing directors), subject to any obligations and procedures governing the nomination of directors to the Board that may be set forth in any stockholders

agreement to which the Company is a party. The Committee may also review new members in the event of a vacancy or expansion of the Board between annual meetings of stockholders.

The Nominating and Corporate Governance Committee may consider both recommendations and nominations for candidates to the Board from stockholders *so long as* such recommendations and nominations comply with the certificate of incorporation and bylaws of the Company and applicable laws, including SEC Rules. Stockholders may recommend director nominees for consideration by the Nominating and Corporate Governance Committee by writing to the Secretary of the Company and providing the information required in the Company's bylaws. Following verification of the stockholder status of the person submitting the recommendation, all properly submitted recommendations will be brought to the attention of the Nominating and Corporate Governance Committee. Stockholders who desire to nominate persons directly for election to the Board at the Company's annual meeting of stockholders must meet the deadlines and other requirements set forth in the Company's bylaws and SEC Rules.

Directors shall be subject to election at the annual meeting of stockholders, in accordance with the terms of service specified in the Company's certificate of incorporation and bylaws. As provided in the Company's certificate of incorporation and bylaws, the Board may be classified with classes of directors.

Any vacancies on the Board occurring between the Company's annual meetings of stockholders may be filled by persons selected by a majority of the directors then in office, although less than a quorum, or by a sole remaining director, and any director so elected will serve for the remaining term of the class of directors in which the vacancy occurred.

19. CHANGES IN EMPLOYMENT; SERVICE ON OTHER BOARDS BY CHIEF EXECUTIVE OFFICER

If, after joining the Board, a director accepts an offer of employment or resigns from the director's current position of employment, such director must offer his or her resignation to the Chairman (or, if the director changing employment is the Chairman, to the Company's Chief Executive Officer). Following receipt of the offer to resign, the other members of the Board shall meet and determine whether or not to accept such directors' resignation; provided, however, that if the Board has not accepted such director's resignation within 30 days after the offer to resign is made, then the offered resignation will be deemed to have been rejected.

Prior to accepting a position to serve on any board of directors or other governing body of a corporation, organization (charitable or otherwise), or other entity, the Chief Executive Officer must obtain approval of such service by the Board.

20. ASSESSING BOARD AND COMMITTEE PERFORMANCE

The Nominating and Corporate Governance Committee will support and advise the Board and each committee in an annual assessment of its performance during the prior year. This assessment should focus on areas in which the Board or its committees believe contributions can be made going forward to increase the effectiveness of the Board or its committees. Each committee and the full Board will consider and discuss the findings of the assessments.

21. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

Meetings of the Board shall be designed to provide orientation for new directors to assist them in understanding the Company's business as well as an introduction to the Company's senior management. Further, the Company encourages directors to participate in continuing education programs focused on the

Company's business and industry, committee roles and responsibilities and legal and ethical responsibilities of directors.

22. FORMAL EVALUATION AND COMPENSATION OF THE CEO AND OTHER EXECUTIVE OFFICERS

The formal evaluation of the CEO and the other executive officers should be made in the context of annual compensation review by the Compensation Committee, which may include appropriate input from other Board members. The Committee's evaluation should be based on objective criteria, including performance of the business and accomplishment of long-term strategic objectives and annual operating plan performance in accordance with the principles and criteria established by the Compensation Committee.

23. SUCCESSION PLANNING AND MANAGEMENT DEVELOPMENT

The Nominating and Corporate Governance Committee, in consultation with the full Board, is primarily responsible for CEO succession planning. In addition, it shall monitor management's succession plans for other key executives and encourage management's employee development programs.

24. BOARD INTERACTION WITH THIRD PARTIES

The Board believes that management speaks for the Company. Individual directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that directors would do this with knowledge of management and, in most instances, only at the request of management.

In cases where stockholders wish to communicate directly with the non-management directors, messages can be sent by mail to the Company's attention, as provided in the bylaws and the Company's certificate of incorporation. The Company will forward such communications, as appropriate, to the appropriate member(s) of the Board or, if none is specified, to the Lead Independent Director.

25. COMPANY POLICIES

The Board expects that its members, when conducting business as a member or in a manner associating such member with the Company, shall observe all policies which apply to the Company's employees, including policies regarding business and workplace conduct, communications, ethics and conflicts of interest. The Company's directors should not accept any gift of value that indicates an intent to influence improperly the normal business relationship between the Company and any supplier, customer or competitor.

26. FORMULATION OF STRATEGY

The Board should provide oversight to management in formulating corporate strategy.

27. PERIODIC REVIEW OF GUIDELINES

The Nominating and Corporate Governance Committee and the Board should review these guidelines no less than annually.

28. ACCESS, RESOURCES, RELIANCE ON INFORMATION AND OTHERS

The Board and its members shall at all times have direct, independent and confidential access to the Company's executive officers, management and personnel to carry out the Board's purposes. The Board is authorized to obtain at the Company's expense data, advice, consultation and documentation as the Board considers appropriate and to retain at the Company's expense consultants, independent counsel or other advisers to advise or assist the Board in the performance of any of the responsibilities and duties set forth above, or for any other matter related to the Board's purposes.

A member of the Board is entitled when discharging his or her duties to rely in good faith on reports or other information provided by the Company's management, its independent auditors, legal counsel or other advisers as to matters the member reasonably believes to be within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

Nothing in these guidelines is intended to preclude or impair the protection provided under the Delaware General Corporation Law for good faith reliance by members of the Board on reports, advice or other information provided by others (including reports, advice or other information provided by the Company's management, legal counsel or independent auditors, or independent professional advisers or consultants retained by the Board).

These guidelines are not intended to create inflexible requirements, and are not intended to interpret applicable laws and regulations, or to modify the Company's articles of incorporation or its bylaws.