

VIVINT SOLAR, INC.

AUDIT COMMITTEE CHARTER

(Adopted as of May 9, 2014)

PURPOSE

The purpose of the Audit Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) of Vivint Solar, Inc. (the “**Company**”) in fulfilling its responsibilities for generally overseeing:

- the Company’s accounting and financial reporting processes and internal control over financial reporting, as well as the audit and integrity of the Company’s financial statements;
- the qualifications, independence and performance of the Company’s registered public accounting firm (the “**independent auditor**”);
- the performance of the Company’s internal audit function, or, if the Company does not yet have an internal audit function because it is relying on the transition period applicable to initial public offerings, the design and implementation of the internal audit function;
- the Company’s compliance with applicable law (including U.S. federal securities laws and other legal and regulatory requirements); and
- risk assessment and risk management.

The Committee is also responsible for preparing the report required by Securities and Exchange Commission (“**SEC**”) rules to be included in the Company’s proxy statement for the annual meeting of stockholders, and for performing such other duties and responsibilities as are enumerated in or consistent with this charter.

The Committee has the authority to undertake the specific duties and responsibilities as are enumerated in or consistent with this charter, and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

MEMBERSHIP

The Committee shall consist of at least three members of the Board. Members of the Committee shall be appointed by the Board upon the recommendation of the Nominating and Corporate Governance Committee and may be removed by the Board in its discretion. The Board may designate one member of the Committee as its chairperson. If the Board does not designate a chairperson, the Committee may designate a chairperson by majority vote of its members.

Members of the Committee must meet the following criteria as well as any additional criteria required by applicable law or the rules and regulations of the SEC or the Nasdaq Stock Market, Inc. or the rules of the New York Stock Exchange, as applicable (the “**Exchange Rules**”) and such other qualification as are established by the Board from time to time; provided, however, that the Company may rely upon any phase-in rules or interpretations applicable to newly-listed companies in connection with an initial public offering:

- Each member of the Committee shall meet the independence standards established by the SEC and the Exchange Rules, and the determination of independence will be made by the Board.
- Each member of the Committee must be financially literate, as determined by the Board in accordance with applicable rules and regulations of the Exchange Rules.
- At the time of listing and thereafter, at least one member of the Committee shall have the requisite accounting or related financial management expertise required by the Exchange Rules. It is also expected that at least one member of the Committee will be an “audit committee financial expert” as defined by the SEC and may be the same person as that with “accounting or related financial management expertise.”
- No member of the Committee may simultaneously serve on the audit committees of more than two (2) other public companies, unless the Board determines that such simultaneous service would not impair the ability of such member to effectively serve on the Committee and the Company discloses such determination in its annual proxy statement.

RESPONSIBILITIES AND DUTIES

The function of the Committee is primarily one of oversight. The Company’s management is responsible for preparing the Company’s financial statements, and the independent auditor is responsible for auditing and reviewing those financial statements. The Committee is responsible for assisting the Board in overseeing the conduct of these activities by management and the independent auditor. The Committee is not responsible for providing any expert or special assurance as to the financial statements or the independent auditor’s work. It is recognized that the members of the Committee are not full-time employees of the Company, that it is not the duty or responsibility of the Committee or its members to conduct “field work” or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and that each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which the Committee receives information and (ii) the accuracy of the financial and other information provided to the Committee, in either instance absent actual knowledge to the contrary.

The following are the principal recurring responsibilities of the Committee. The Committee may perform such other functions as are consistent with its purpose and applicable law, rules and regulations and as the Board or the Committee deem appropriate. In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and circumstances.

Select and Hire the Independent Auditor

The Committee shall be directly responsible for appointing, determining the compensation for, retaining, and, where appropriate, replacing the independent auditor. The independent auditor will report directly to the Committee. The Committee has sole authority to approve the hiring and discharging of the independent auditor, all audit engagement fees and terms and all permissible non-audit engagements with the independent auditor. The Committee will also appoint, retain, compensate, oversee and, where appropriate, replace any other accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.

Oversee and Evaluate the Independent Auditor

The Committee shall:

- oversee and evaluate the work of the independent auditor and any other accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, which evaluation shall include a review and evaluation of the lead partner of the independent auditor. The Committee shall review, in consultation with the independent auditor, the annual audit plan and scope of audit activities and monitor such plan's progress;
- review and resolve any disagreements that may arise between management and the independent auditor regarding internal control over financial reporting or financial reporting; and
- at least annually, obtain and review a report by the independent auditor that describes (i) the independent auditor's internal quality control procedures, and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding any independent audit performed by the independent auditor, and any steps taken to deal with any such issues.

Evaluate the Independence of the Independent Auditor

The Committee shall:

- review and discuss with the independent auditor the written independence disclosures required by the applicable requirements of the Public Company Accounting Oversight Board or other regulatory body;
- review and discuss with the independent auditor on a periodic basis any other relationships or services (including permissible non-audit services) that may affect its objectivity and independence;
- oversee the rotation of the independent auditor's lead audit and concurring partners and the rotation of other audit partners, with applicable time-out periods, in accordance with applicable law;
- consider on a periodic basis whether, in order to assure continuing auditor independence, there should be a regular rotation of the independent auditing firm; and
- take any other appropriate action to oversee the independence of the Company's outside auditor.

Approve Audit and Non-Audit Services and Fees

The Committee shall (i) review and approve, in advance, the scope and plans for the audits and the audit fees and (ii) approve in advance (or, where permitted under the rules and regulations of the SEC, subsequently) all non-audit and tax services to be performed by the independent auditor that are not otherwise prohibited by law or regulations and any associated fees. The Committee may delegate to one or more members of the Committee the authority to pre-approve all audit and permissible non-audit and

tax services that may be provided by other registered public accounting firms, as long as this pre-approval is presented to the full Committee at scheduled meetings. The Committee may, in accordance with applicable law, establish pre-approval policies and procedures for the engagement of independent accountants and any other registered public accounting firm to render services to the Company.

Review Financial Statements

The Committee shall review and discuss the following with management, the internal auditors (or other personnel or service providers responsible for the internal audit function) and the independent auditor, as applicable:

- the scope and timing of the annual audit of the Company's financial statements;
- the Company's annual audited and quarterly unaudited financial statements and annual and quarterly reports on Forms 10-K and 10-Q, including the disclosures in "Management's Discussion and Analysis of Financial Condition and Results of Operations", and recommend to the Board whether the audited financial statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations" should be included in the Company's Form 10-K;
- the results of the independent audit and the quarterly reviews, and the independent auditor's opinion on the annual financial statements, including any suggestions for improvement provided to management by internal audit (or other personnel or service providers responsible for the internal audit function) or the independent auditors, and management's response to such suggestions;
- the reports and certifications regarding internal control over financial reporting and disclosure controls and procedures;
- major issues regarding accounting principles and financial statement presentations, including any significant changes in the Company's selection or application of accounting principles;
- analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative GAAP methods on the financial statements;
- the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company's financial statements;
- any significant changes required or taken in the audit plan as a result of any material control deficiency; and
- any problems or difficulties the independent auditor encountered in the course of its audit work, including any restrictions on the scope of the auditor's activities or on access to requested information, and management's response.

Reports and Communications from the Independent Auditor

The Committee shall review and discuss reports from the independent auditor concerning the following:

- all critical accounting policies and practices to be used by the Company;
- all alternative treatments of financial information within GAAP that the auditor has discussed with management, ramifications of the use of these alternative disclosures and treatments, and the treatment preferred by the independent auditor if different from that used by management;
- other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences;
- the Company's internal control over financial reporting;
- material issues raised by the most recent internal quality-control review, peer review, or any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditor, and any steps taken to deal with such issues;
- all relationships between the independent auditor and the Company that may impact independence, as defined by applicable standards and SEC requirements; and
- other matters required to be communicated to the Committee under generally accepted auditing standards and other legal or regulatory requirements.

Audit Committee Report

The Committee shall prepare the report of the Committee that SEC rules require to be included in the Company's annual proxy statement.

Earnings Press Releases and Earnings Guidance

The Committee shall review and approve quarterly earnings press releases, and review and discuss corporate policies with respect to financial information and earnings guidance provided to the public, analysts and ratings agencies (with particular attention to any use of "pro forma" or "adjusted" non-GAAP information).

Internal Controls

The Committee shall review and discuss with management, the internal auditor (or other personnel or service providers responsible for the internal audit function), and the independent auditor the adequacy and effectiveness of the Company's internal controls over financial reporting, including any changes, significant deficiencies or material weaknesses in those controls reported by the independent auditor, the internal auditors (or other personnel or service providers responsible for the internal audit function) or management and any special audit steps adopted in light of any material control deficiencies, and any fraud, whether or not material, that involves management or other Company employees who have a significant role in the Company's internal controls.

Disclosure Controls and Procedures

The Committee shall review and discuss the adequacy and effectiveness of the Company's disclosure controls and procedures.

Internal Audit

The Committee shall:

- review and discuss the overall objectives, scope, staffing, organizational structure, resources and activities of the internal audit function, which may be outsourced to a third-party service provider;
- review and concur in the appointment or, if applicable, the reassignment or dismissal of the senior internal auditing executive (or other personnel or service providers responsible for the internal audit function);
- review and discuss with management and the internal auditors (or other personnel or service providers responsible for the internal audit function) the process used in developing the internal audit plan, the scope of the internal audit plan, significant changes in the planned scope of the internal audit plan and the coordination of the internal audit plan with the independent audit;
- discuss with the independent auditor (or other personnel or service providers responsible for the internal audit function) the responsibilities, budget and staffing of the Company's internal audit function, or, if the Company does not yet have an internal audit function because it is relying on the transition period applicable to initial public offerings, management's plans with respect to the responsibilities, budget and staffing of the internal audit function and its plans for the implementation of the internal audit function;
- review and discuss with the internal auditors (or other personnel or service providers responsible for the internal audit function) the results of the internal audit program, significant issues in internal audit reports and responses by management; and
- review and discuss the performance and effectiveness of the internal audit function.

Legal and Regulatory Compliance

- The Committee shall review and discuss with management, the internal auditors (or other personnel or service providers responsible for the internal audit function), the independent auditor and legal counsel (i) the overall adequacy and effectiveness of the Company's legal, regulatory and ethical compliance programs, including the Company's Code of Business Conduct and Ethics, compliance with anti-bribery and anti-corruption laws and regulations, and compliance with export control regulations, (ii) reports regarding compliance with applicable laws, regulations and internal compliance programs and (iii) any correspondence with regulators or governmental agencies and any published reports that raise material issues regarding the Company's financial statements or accounting policies.
- Discuss with the Company's senior legal officer any legal matters that may have a material impact on the financial statements or the Company's compliance procedures.

Complaints

The Committee shall establish and oversee procedures for the receipt, retention and treatment of complaints on accounting, internal accounting controls or audit matters, as well as for confidential and anonymous submissions by the Company's employees concerning questionable accounting or auditing matters.

Risks

The Committee shall review and discuss with management, the internal auditors (or other personnel or service providers responsible for the internal audit function) and the independent auditor the Company's major financial risk exposures and the steps management has taken to monitor and control those exposures, including the Company's guidelines and policies with respect to risk assessment, risk management and investments.

Related Party Transactions

The 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.

MEETINGS AND PROCEDURES

The Committee will meet at least four times each year (with additional meetings as it deems necessary or appropriate) at such times and places as the Committee determines. The Committee may meet either in person or telephonically, and at such times and places as the Committee determines. The Committee may establish its own meeting schedule, which it will provide to the Board. The chairperson of the Committee shall preside at each meeting. The chairperson will approve the agenda for the Committee's meetings and any member may suggest items for consideration. If a chairperson is not designated or present, an acting chair may be designated by the Committee members present. The Committee may act by written consent (which may include electronic consent), which shall constitute a valid action of the Committee if it has been executed by each Committee member and shows the date of execution.

- The Committee shall meet periodically with members of management and the Company's legal counsel as deemed appropriate. The Committee will meet separately with the independent auditors of the Company and separately with the head of the internal audit department (or other personnel or service providers responsible for the internal audit function), and the independent auditor in separate executive sessions. If the Company does not yet have an internal audit function because it is relying on the transition period applicable to initial public offerings, the Committee must meet periodically with the Company personnel primarily responsible for the design and implementation of the internal audit function. Each regularly scheduled meeting of the Committee will conclude with an executive session of the Committee absent members of management.
- The Committee may invite to its meetings any director, officer or employee of the Company and such other persons as it deems appropriate to fulfill its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate to fulfill

its responsibilities, including non-employee directors who are not members of the Committee.

MINUTES

The Committee shall maintain written minutes of its meetings, which minutes will be filed with the minutes of the meeting of the Board. Any written consent will be effective on the date of the last signature and will be filed with the minutes of the meetings of the Board.

REPORTS

The Committee shall report regularly to the Board (i) following meetings of the Committee, (ii) with respect to the Committee's activities, including any significant issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance of the internal audit function (or, if the Company does not yet have an internal audit function because it is relying on the transition period applicable to initial public offerings, management's activities with respect to the design and implementation of the internal audit function) or the performance and independence of the Company's independent auditor, as applicable, and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the chairperson or any other member of the Committee designated by the Committee to make such report.

SUBCOMMITTEES

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. If designated, each such subcommittee will establish its own schedule and maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board. The Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

COMPENSATION

Members of the Committee shall receive such fees, if any, for their service as Committee members as may be determined by the Board in its sole discretion.

Members of the Committee may not receive any compensation from the Company except the fees that they receive for service as a member of the Board or any committee thereof.

COMMITTEE CHARTER REVIEW

The Committee shall review and reassess the adequacy of this charter annually and shall submit any recommended changes to the charter to the Board for approval.

PERFORMANCE REVIEW

The Committee shall review and assess the performance of the Committee as well as the Committee Charter annually.

AUTHORITY TO RETAIN ADVISORS

In performing its responsibilities, the Committee shall have the authority to engage and obtain advice, reports or opinions from internal or independent counsel and other expert advisors, as it determines necessary or appropriate, to fulfill its duties. The Company will provide appropriate funding, as determined by the Committee, to pay the independent auditor, any outside advisors hired by the Committee and any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.

AUTHORITY TO INVESTIGATE

In the course of its duties, the Committee shall have authority, at the Company's expense, to investigate any matter brought to its attention.

ATTORNEY'S REPORTS

The Committee shall receive and, if appropriate, respond to attorneys' reports of evidence of material violations of securities laws and breaches of fiduciary duty and similar violations of foreign, U.S., state or local law. The Committee shall establish procedures for the confidential receipt, retention and consideration of any attorney report.

ACCESS

The Committee shall be given full access to the internal auditors (or other personnel or service providers responsible for the internal audit function), chairperson of the Board, management and the independent auditor, as well as the Company's books, records, facilities and other personnel.