

## VIVINT SOLAR, INC.

### COMPENSATION COMMITTEE CHARTER

(Adopted as of May 9, 2014)

#### PURPOSE

The purpose of the Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Vivint Solar, Inc. (the “**Company**”) shall be to:

- provide oversight of the Company’s compensation policies, plans and benefits programs, and overall compensation philosophy;
- assist the Board in discharging its responsibilities relating to (i) oversight of the compensation of the Company’s Chief Executive Officer (“**CEO**”) and other executive officers (including officers reporting under Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), and (ii) approving and evaluating the executive officer compensation plans, policies and programs of the Company; and
- administer the Company’s equity compensation plans for its executive officers, employees and non-director service providers issuing stock options and other equity-based or equity-linked awards not granted pursuant to a plan.

The Committee shall seek to ensure that the Company structures its compensation plans, policies and programs to attract and retain the best available personnel for positions of substantial responsibility with the Company, to provide incentives for such persons to perform to the best of their abilities for the Company and to promote the success of the Company’s business. The Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company’s proxy statement. In reviewing and approving the Company’s overall executive compensation program, the Committee shall consider the results of any stockholder advisory vote on executive compensation that was required by Section 14A of the Exchange Act.

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 two 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, a majority of the Committee members may elect a chairperson of the Committee. The Committee may form and delegate authority to subcommittees when appropriate.

Members of the Committee must meet the following criteria; provided, however, that the Company may rely upon the “controlled company” exemption and/or any phase-in rules or interpretations applicable to newly-listed companies in connection with an initial public offering:

- the independence requirements of the listing standards of the Nasdaq Stock Market, Inc. or the New York Stock Exchange, as applicable; and
- such other qualifications as established by the Board from time to time.

To the extent practicable, it is expected that members of the Committee shall meet the non-employee director definition of Rule 16b-3 promulgated under Section 16 of the Exchange Act and the outside director definition of Section 162(m) of the Internal Revenue Code of 1986, as amended.

## **RESPONSIBILITIES**

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, to best react to changing conditions and circumstances. One of the Committee's objectives shall be to use compensation to align the interests of executive officers with the long-term interests of the Company's stockholders, thereby incentivizing the executive officers to increase stockholder value.

- Annually review and approve for the CEO: (i) the annual base salary, (ii) the annual incentive bonus, including the specific goals and amount, (iii) equity compensation, (iv) any employment agreement, severance arrangement or change of control protections, (v) any signing bonus or payment of relocation costs and (vi) any other significant benefits, compensation or similar arrangements (including, without limitation, perquisites and any other form of compensation).
- In consultation with the CEO, review annually and approve items (i) through (vi) in the previous bullet for the individuals deemed officers of the Company under Rule 16a-1(f) promulgated under the Exchange Act, other than the CEO (the "**executive officers**").
- Review and make recommendations to the full Board, or approve, any compensatory contracts or similar transactions or arrangements with current or former executive officers of the Company, including consulting arrangements, employment contracts, severance or termination arrangements and loans to employees made or guaranteed by the Company.
- Review and approve corporate goals and objectives relevant to the compensation of the CEO and the executive officers of the Company, evaluate performance in light thereof, and consider factors related to the performance of the Company, including accomplishment of the Company's long-term business and financial goals.
- Establish and administer annual and long-term incentive compensation plans for executive officers and other senior executives, including (i) establishing performance objectives and certifying performance achievement; and (ii) reviewing and approving all equity-based compensation plans and grant awards of shares and stock options pursuant to such plans.
- Review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose(s), including taking steps to modify any executive compensation

program that yields payments and benefits that are not reasonably related to executive and corporate performance.

- Administer the Company's equity incentive plans. In its administration of the plans, the Committee may (i) grant stock options, stock purchase rights or other equity-based or equity-linked awards to individuals eligible for such grants (including grants to individuals subject to Section 16 of the Exchange Act in compliance with Rule 16b-3 promulgated thereunder) and in accordance with procedures and guidelines as established by the Board and (ii) amend such stock options, stock purchase rights or equity-based or equity-linked awards. The Committee shall also make recommendations to the Board regarding amendments to the plans and changes in the number of shares reserved for issuance thereunder.
- Provide oversight of the Company's overall compensation plans and benefits programs and make recommendations to the Board regarding improvements or changes to such plans or programs or the adoption of new plans or programs when appropriate.
- Evaluate, on a periodic basis, the competitiveness of (i) the compensation of the CEO and the executive officers of the Company and (ii) the Company's overall compensation plans.
- Periodically review executive compensation programs and total compensation levels, including:
  - conducting comparative analyses of total compensation relative to market;
  - quantifying maximum payouts to executives under performance-based incentive plans and total payments under a variety of termination conditions, including upon a change of control; and
  - the impact of tax and accounting rules changes.
- Establish and periodically review policies for senior management perquisites.
- Authorize the repurchase of shares from terminated employees pursuant to applicable law.

## **MEETINGS**

The Committee shall meet as often as it deems necessary or appropriate to fulfill its responsibilities. 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 shall provide to the Board. The chairperson of the Committee shall preside at each meeting. If a chairperson is not designated or present, an acting chairperson 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 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 in order to carry out its responsibilities, including non-

employee directors who are not members of the Committee. No officer may be present during portions of any meeting during which his or her performance and compensation are being deliberated and determined.

As part of its review and establishment of the performance criteria and compensation of designated key executives, the Committee should meet separately at least annually with the CEO, the Company's principal human resources executive, and any other corporate officers as it deems appropriate. However, the Committee should meet regularly without such officers present.

## **MINUTES**

The Committee shall maintain written minutes of its meetings, which minutes shall be filed with the minutes of the meetings 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) regarding such other matters as are relevant to the Committee's discharge of its responsibilities 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.

The Committee shall review and discuss with management the Company's Compensation Discussion and Analysis (if any) in the Company's annual proxy statement, and produce a report on executive compensation for inclusion in the Company's annual proxy statement.

## **SUBCOMMITTEES**

The Committee may delegate its authority to subcommittees or individuals as the Committee deems appropriate, except to the extent such delegation would violate an applicable tax or securities law, regulation or rule of any exchange upon which the Company's securities are then listed. Unless modified by action taken after the date this charter is approved, the Committee delegates (i) to a subcommittee of the Committee made up of those members of the Committee who are "outside directors" under Section 162(m) of the Internal Revenue Code ("**Section 162(m)**") the nonexclusive authority to take any actions that require the approval or certification of a Committee made up solely of outside directors to qualify as "performance-based compensation" under Section 162(m), and (ii) to a subcommittee of the Committee made up of those members of the Committee who are "non-employee directors" under Rule 16b-3 of the Exchange Act the nonexclusive authority to take any actions that require the approval or certification of a Committee made up solely of non-employee directors to exempt the grant and exercise of stock options from short-swing profit liability under Section 16 of the Exchange Act.

## **AUTHORITY TO RETAIN ADVISORS**

In performing its responsibilities, the Committee shall have the authority to engage any compensation consultant to assist in the evaluation of executive officer compensation, including sole authority to retain and terminate such consultant and approve such consultant's fees and other retention terms. The Committee shall also 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 carry out its duties. Other than in-house legal counsel, subject to an election by the Company to rely on the exemption available to controlled companies, the Committee may engage such consultant, counsel or

advisor only after considering his or her independence, in accordance with SEC Rule 10(C)-1(b) and any other factors as may be required by the SEC or the listing standards of the Nasdaq Stock Market, Inc. or the New York Stock Exchange, as applicable. However, nothing in this charter requires a compensation consultant, or other consultant or advisor (including outside legal counsel) to be independent, and the Committee may select or receive advice from any compensation advisor it prefers, including ones that are not independent, after conducting an analysis of whether such consultant or advisor meets the independence standards. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Company shall provide appropriate funding, as determined by the Committee, to pay any compensation consultant or any other outside advisors hired by the Committee and any administrative expenses of the Committee that are necessary or appropriate in carrying out its activities.

The Committee shall evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K.

## **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.

## **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 its performance annually. Notwithstanding anything to the contrary herein, the Committee may choose to forgo an annual evaluation of itself pursuant to the exemption provided to “controlled companies” for so long as the Company remains a controlled company.