Q217 Earnings Call

June 29, 2017

Disclaimers

Forward Looking Statements

This presentation includes various “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. Forward-looking statements are statements of future expectations that are based on management’s current expectations and assumptions and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in these statements. Forward-looking statements include, among other things, statements expressing management’s expectations, beliefs, estimates, forecasts, projections and assumptions. You can identify our forward-looking statements by words such as “anticipate”, “believe”, “estimate”, “expect”, “forecast”, “goals”, “objectives”, “outlook”, “intend”, “plan”, “predict”, “project”, “risks”, “schedule”, “seek”, “target”, “could”, “may”, “will”, “should” or “would” or other similar expressions that convey the uncertainty of future events or outcomes. In accordance with “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, these statements are accompanied by cautionary language identifying important factors, though not necessarily all such factors, which could cause future outcomes to differ materially from those set forth in forward-looking statements. In particular, expressed or implied statements concerning the sponsors’ ownership interest in the Partnership, expectations of plans, strategies, objectives and growth and anticipated financial and operational performance of the Partnership and its subsidiaries, including guidance regarding the Partnership’s revenue, adjusted EBITDA, cash available for distribution and distributions, other future actions, conditions or events such as the commercial operation dates of projects, future operating results or the ability to generate sales, income or cash flow or to make distributions are forward-looking statements. Forward-looking statements are not guarantees of performance. They involve risks, uncertainties and assumptions. Future actions, conditions or events and future results of operations may differ materially from those expressed in these forward-looking statements. Forward-looking statements speak only as of the date of this presentation, June 29, 2017, and we disclaim any obligation to update such statements for any reason, except as required by law. All forward-looking statements contained in this presentation are expressly qualified in their entirety by the cautionary statements contained or referred to in this paragraph. Many of the factors that will determine these results are beyond our ability to control or predict. These factors include the risk factors described under “Risk Factors” in our 2016 Form 10-K filed with the Securities and Exchange Commission on January 26, 2017 and our Q1 2017 Form 10-Q filed with the Securities and Exchange Commission on April 5, 2017. If any of those risks occur, it could cause our actual results to differ materially from those contained in any forward-looking statement. Because of these risks and uncertainties, you should not place undue reliance on any forward-looking statement.

Non-GAAP Financial Information

This presentation also includes certain non-GAAP financial measures, including Adjusted EBITDA and cash available for distribution. Such non-GAAP financial measures should be considered only as supplemental to, and not as superior to, financial measures prepared in accordance with GAAP. Please refer to the Q217 Supplemental Slides of this presentation for a reconciliation of the non-GAAP financial measures included in this presentation to the most directly comparable financial measures prepared in accordance with GAAP as well as the reasons why management believes the use of non-GAAP financial measures in this presentation provides useful information.

Q217 Operational Update

I. Consistent execution – exceeded revenue, net income, adjusted EBITDA and CAFD guidance

II. 945-MW portfolio at end of Q2 - strong asset performance

III. ROFO: waived 280-MW CA Flats and 40-MW Cuyama projects

IV. ATM program – not utilized during quarter

V. Declared Q217 distribution of $0.2642, an increase of 3.0% vs Q117 distribution

VI. Forecasted Q317 distribution of $0.2721, an increase of 3.0% vs Q217 distribution

VII. Sponsors' strategic review of Partnership interests continuing

8point3 energy partners

Portfolio Overview – May 31, 2017

Project	Location	Gross MW(ac)[1]	Off -Taker	Remaining PPA Tenor[2]
Utility				
Maryland Solar	MD, USA	20	FirstEnergy Solutions	15.8
Solar Gen 2	CA, USA	150	San Diego Gas & Electric	22.5
Lost Hills Blackwell	CA, USA	32	City of Roseville/Pacific Gas & Electric	26.6
North Star	CA, USA	60	Pacific Gas & Electric	18.1
RPU	CA, USA	7	City of Riverside	23.3
Quinto	CA, USA	108	Southern California Edison	18.5
Hooper	CO, USA	50	Public Service Company of Colorado	18.6
Kingbird	CA, USA	40	Southern California Public Power Authority	18.9
Henrietta	CA, USA	102	Pacific Gas & Electric	19.3
Stateline	CA, USA	300	Southern California Edison	19.3
Commercial & Industrial				
Kern County School District	CA, USA	16	Kern High School District	19.6
UC Davis	CA, USA	13	University of CA	18.3
Macy’s CA	CA, USA	3	Macy's Corporate Services	18.4
Macy’s MD	MD, USA	5	Macy’s Corporate Services	19.5
Residential				
Resi Portfolio	USA	39	Approx. 5,800 Homeowners	15.3
Total		**945**		**WAL: 19.5 yrs[3]**

[1] MW shown on a gross basis including those projects where we own <100% or are the lessor under any sale-leaseback financing. Refer to the Partnership’s 10-K for additional disclosures.
[2] Remaining term of offtake agreement is measured from May 31, 2017.
[3] Approximate weighted average based on MW capacity.

Financial Results

June 29, 2017

Financial Results

Key Financial Items	Q2 2017	Q1 2017	Q2 2016
(in millions, except net income per share and distribution declared data – Unaudited)			
Revenue	$16.7	$9.9	$13.5
Opex	$11.0	$10.9	$9.6
Costs of Operations and SG+A	*$4.1*	*$4.1*	*$3.4*
Depreciation and accretion	*$6.9*	*$6.8*	*$5.4*
Acquisition-related costs	*---*	*---*	*$0.8*
Other Expense Net	$5.6	$4.4	$2.4
Income tax provision	$2.3	$0.5	$6.7
Equity in earnings of unconsolidated investees	$9.4	$0.6	$5.0
Net Income / (Loss)	$7.1	($5.3)	($0.2)
Net Income attributable to Class A shares	$3.4	$0.9	$10.0
Net Income per Class A shares	$0.12	$0.03	$0.50
Class A Shares Outstanding	28.1	28.1	20.0
Class B Shares Outstanding	51.0	51.0	51.0
Adjusted EBITDA	$28.5	$13.1	$17.4
CAFD	$18.8	$22.1	$10.3
Per Share Distribution Declared	$0.2642	$0.2565	$0.2325

* Subtotals may not sum due to rounding

Guidance

I. Q317
  I. Revenue: $25 - $26 million
  II. Net Income: $21 – $24 million
  III. Adjusted EBITDA: $44 - $47.5 million
  IV. CAFD: $28 - $30 million
  V. Distribution: $0.2721 per share

II. 2017*
  I. Revenue: $63.3 - $66.7 million
  II. Net income: $27.0 – $32.6 million
  III. Adjusted EBITDA: $106.5 - $113.1 million
  IV. CAFD - $91.5 - $101.0 million
  V. Distribution growth of 12%

* 2017 fiscal year guidance based on asset portfolio as of June 29, 2017 and assumes no additional project acquisitions in 2017

Q217 Supplementary Slides

June 29, 2017

Non-GAAP Financial Measures

Our management uses a variety of financial metrics to analyze our performance. The key financial metrics we evaluate are Adjusted EBITDA and cash available for distribution.

Adjusted EBITDA. We define Adjusted EBITDA as net income (loss) plus interest expense, net of interest income, income tax provision, depreciation, amortization and accretion, including our proportionate share of net interest expense, income taxes and depreciation, amortization and accretion from our unconsolidated affiliates that are accounted for under the equity method, and share-based compensation and transaction costs incurred for our acquisitions of projects; and excluding the effect of certain other non-cash or non-recurring items that we do not consider to be indicative of our ongoing operating performance such as, but not limited to, mark to market adjustments to the fair value of derivatives related to our interest rate hedges. Adjusted EBITDA is a non-U.S. GAAP financial measure. This measurement is not recognized in accordance with U.S. GAAP and should not be viewed as an alternative to U.S. GAAP measures of performance. The U.S. GAAP measure most directly comparable to Adjusted EBITDA is net income (loss). The presentation of Adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

We believe Adjusted EBITDA is useful to investors in evaluating our operating performance because securities analysts and other interested parties use such calculations as a measure of financial performance and borrowers' ability to service debt. In addition, Adjusted EBITDA is used by our management for internal planning purposes including certain aspects of our consolidated operating budget and capital expenditures. It is also used by investors to assess the ability of our assets to generate sufficient cash flows to make distributions to our Class A shareholders.

However, Adjusted EBITDA has limitations as an analytical tool because it does not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments, does not reflect changes in, or cash requirements for, working capital, does not reflect significant interest expense or the cash requirements necessary to service interest or principal payments on our outstanding debt or cash distributions on tax equity, does not reflect payments made or future requirements for income taxes, and excludes the effect of certain other cash flow items, all of which could have a material effect on our financial condition and results of operations. Adjusted EBITDA is a non-U.S. GAAP measure and should not be considered an alternative to net income (loss) or any other performance measure determined in accordance with U.S. GAAP, nor is it indicative of funds available to fund our cash needs. In addition, our calculations of Adjusted EBITDA are not necessarily comparable to EBITDA as calculated by other companies. Investors should not rely on these measures as a substitute for any U.S. GAAP measure, including net income (loss).

Cash Available for Distribution. We use cash available for distribution, which we define as Adjusted EBITDA less equity in earnings of unconsolidated affiliates, cash interest paid, cash income taxes paid, maintenance capital expenditures, cash distributions to noncontrolling interests and principal amortization of indebtedness plus cash distributions from unconsolidated affiliates, indemnity payments and working capital loans from Sponsors, test electricity generation, cash proceeds from sales-type residential leases, state and local rebates and cash proceeds for reimbursable network upgrade costs. Our cash flow is generated from distributions we receive from OpCo each quarter. OpCo's cash flow is generated primarily from distributions from the Project Entities. As a result, our ability to make distributions to our Class A shareholders depends primarily on the ability of the Project Entities to make cash distributions to OpCo and the ability of OpCo to make cash distributions to its unitholders.

We believe cash available for distribution is useful to investors in evaluating our operating performance because securities analysts and other interested parties use such calculations as a measure of our ability to make our distribution. In addition, cash available for distribution is used by our management team for determining future acquisitions and managing our growth. The U.S. GAAP measure most directly comparable to cash available for distribution is net income (loss).

However, cash available for distribution has limitations as an analytical tool because it does not capture the level of capital expenditures necessary to maintain the operating performance of our projects, does not include changes in operating assets and liabilities and excludes the effect of certain other cash flow items, all of which could have a material effect on our financial condition and results from operations. Cash available for distribution is a non-U.S. GAAP measure and should not be considered an alternative to net income (loss) or any other performance measure determined in accordance with U.S. GAAP, nor is it indicative of funds available to fund our cash needs. In addition, our calculations of cash available for distribution are not necessarily comparable to cash available for distribution as calculated by other companies. Investors should not rely on these measures as a substitute for any U.S. GAAP measure, including net income (loss).

Reconciliation of Net Income to Adjusted EBITDA and CAFD

8point3 Energy Partners LP

Reconciliation of Net Income to Adjusted EBITDA and Cash Available for Distribution (CAFD)

(Unaudited)

(in thousands)	Three Months Ended May 31, 2017	Three Months Ended February 28, 2017	Three Months Ended May 31, 2016	Six Months Ended May 31, 2017	Six Months Ended May 31, 2016
Net income (loss)	$ 7,143	$ (5,320)	$ (161)	$ 1,823	$ (7,214)
Add (Less):					
Interest expense, net of interest income	5,580	5,224	2,715	10,804	5,303
Income tax provision	2,315	533	6,681	2,848	10,218
Depreciation, amortization and accretion	7,000	6,871	5,388	13,871	10,014
Share-based compensation	56	56	56	112	112
Acquisition-related transaction costs (1)	18	13	829	31	1,662
Unrealized gain (loss) on derivatives (2)	37	(670)	(325)	(633)	(251)
Add proportionate share from equity method investments (3)					
Interest expense, net of interest income	169	130	(53)	299	(95)
Depreciation, amortization and accretion	6,224	6,224	2,234	12,448	5,286
Adjusted EBITDA	$ 28,542	$ 13,061	$ 17,364	$ 41,603	$ 25,035
Less:					
Equity in earnings of unconsolidated affiliates, net with (3) above (4)	(15,752)	(6,960)	(7,205)	(22,712)	(10,620)
Cash interest paid (5)	(5,666)	(4,761)	(3,110)	(10,427)	(5,898)
Cash distributions to non-controlling interests	(2,276)	(1,885)	(420)	(4,161)	(904)
Short-term note (6)	—	(1,964)	—	(1,964)	—
Add:					
Cash distributions from unconsolidated affiliates (7)	11,587	17,711	2,633	29,298	9,057
Indemnity payment from Sponsors (8)	27	65	—	92	9,973
State and local rebates (9)	—	—	—	—	299
Cash proceeds from sales-type residential leases (10)	695	671	630	1,366	1,271
Test electricity generation (11)	22	10	421	32	421
Cash proceeds for reimbursable network upgrade costs (12)	1,630	6,123	—	7,753	—
Cash available for distribution	$ 18,809	$ 22,071	$ 10,313	$ 40,880	$ 28,634

(1) Represents acquisition-related financial advisory, legal and accounting fees associated with ROFO Project interests purchased and expected to be purchased by us in the future.

(2) Represents the changes in fair value of interest rate swaps that were not designated as cash flow hedges.

(3) Represents our proportionate share of net interest expense, depreciation, amortization and accretion from our unconsolidated affiliates that are accounted for under the equity method.

(4) Equity in earnings of unconsolidated affiliates represents the earnings from the Solar Gen 2 Project, the North Star Project, the Lost Hills Blackwell Project, the Henrietta Project, and the Stateline Project and is included on our unaudited condensed consolidated statements of operations.

(5) Represents cash interest payments related to OpCo's senior secured credit facility and the Stateline Promissory Note.

(6) Represents repayment of a working capital loan from First Solar.

(7) Cash distributions from unconsolidated affiliates represent the cash received by OpCo with respect to its 49% interest in the Solar Gen 2 Project, the North Star Project, the Lost Hills Blackwell Project, the Henrietta Project, and its 34% interest in the Stateline Project.

(8) Represents indemnity payments from the Sponsors owed to OpCo in accordance with the Omnibus Agreement.

(9) State and local rebates represent cash received from state or local governments for owning certain solar power systems. The receipt of state and local rebates is accounted for as a reduction in the asset carrying value rather than operating revenue.

(10) Cash proceeds from sales-type residential leases, net, represent gross rental cash receipts for sales-type leases, less sales-type revenue and lease interest income that is already reflected in net income (loss) during the period. The corresponding revenue for such leases was recognized in the period in which such lease was placed in service, rather than in the period in which the rental payment was received, due to the characterization of these leases under U.S. GAAP.

(11) For three and six months ended May 31, 2017, test electricity generation represents the sale of electricity that was generated prior to COD by Macy's Maryland Project. For the three and six months ended May 31, 2016, test electricity generation represents the sale of electricity that was generated prior to COD by the Kingbird Project. Solar systems may begin generating electricity prior to COD as a result of the installation and interconnection of individual solar modules, which occurs over time during the construction and commission period. The sale of test electricity generation is accounted for as a reduction in the asset carrying value rather than operating revenue prior to COD, even though it generates cash for the related Project Entity.

(12) Cash proceeds from a utility company related to reimbursable network upgrade costs associated with the Quinto Project and the Kingbird Project.

Q3'17 Guidance – Reconciliation of Net Income to Adjusted EBITDA and CAFD

8point3 Energy Partners LP

FY 2017 Q3 Guidance

Reconciliation of Net Income to Adjusted EBITDA and Cash Available for Distribution (CAFD)

(in millions)	Low	High
Net income	21.0	24.0
Add (Less):		
Interest expense, net of interest income	6.3	6.3
Income tax provision	3.0	3.5
Depreciation, amortization and accretion	7.3	7.3
Share-based compensation	0.1	0.1
Add proportionate share from equity method investments (1):		
Depreciation, amortization and accretion	6.3	6.3
Adjusted EBITDA	$ 44.0	$ 47.5
Less:		
Equity in earnings of unconsolidated affiliates, net with (1)	(25.6)	(27.1)
Cash interest paid	(6.3)	(6.3)
Cash distributions to non-controlling interests	(2.6)	(2.6)
Add:		
Cash distributions from unconsolidated affiliates	17.7	17.7
Network upgrade refund	0.1	0.1
Cash proceeds from sales-type residential leases	0.7	0.7
Estimated cash available for distribution	$ 28.0	$ 30.0

(1) Represents our proportionate share of net interest expense, depreciation, amortization and accretion from our unconsolidated affiliates that are accounted for under the equity method.

FY 2017 Guidance – Reconciliation of Net Income to Adjusted EBITDA and CAFD

8point3 Energy Partners LP
FY 2017 Guidance
Reconciliation of Net Income to Adjusted EBITDA and Cash Available for Distribution (CAFD)

(in millions)	**Low**	**High**
Net income	$ 27.0	$ 32.6
Add (Less):		
Interest expense, net of interest income	24.3	24.3
Income tax provision	3.4	4.4
Depreciation, amortization and accretion	26.3	26.3
Share-based compensation	0.2	0.2
Add proportionate share from equity method investments (1):		
Depreciation, amortization and accretion	25.3	25.3
Adjusted EBITDA	$ 106.5	$ 113.1
Less:		
Equity in earnings of unconsolidated affiliates, net with (1)	(60.4)	(63.5)
Cash interest paid	(24.3)	(24.3)
Cash distributions to non-controlling interests	(9.2)	(9.2)
Add:		
Cash distributions from unconsolidated affiliates	65.1	71.1
Network upgrade refund	13.2	13.2
Cash proceeds from sales-type residential leases	2.6	2.6
Repayment of working capital loan	(2.0)	(2.0)
Estimated cash available for distribution	$ 91.5	$ 101.0

(1) Represents our proportionate share of net interest expense, depreciation, amortization and accretion from our unconsolidated affiliates that are accounted for under the equity method.

Q217 Supplementary Slides

June 29, 2017