Company Overview

July 2015

Disclaimer

Cautionary Statement Regarding Forward-Looking Statements

This presentation and the oral statements made in connection therewith contain "forward-looking statements." All statements, other than statements of historical fact, regarding the Partnership's strategy, future operations, financial position, estimated revenues and losses, projected costs, prospects, plans and objectives of management are forward-looking statements. Any forward-looking statements involve risks, uncertainties and assumptions. The forward-looking statements contained herein are based on the Partnership's management's current expectations and assumptions about future events and are based on currently available information as to the outcome and timing of future events. Although the Partnership believes that its plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, it can give no assurance that these plans, intentions or expectations will be achieved when anticipated or at all. Actual results could differ materially from those expressed in any forward-looking statements.

Except as otherwise required by applicable law, the Partnership disclaims any duty to update any forward-looking statements. The forward-looking statements contained herein are expressly qualified by this cautionary notice to recipients.

Industry and Market Data

This presentation has been prepared by the Partnership and includes market and competitive position data and other statistical information from the Partnership's own internal estimates as well as from third-party sources, including independent industry publications, government publications or other published independent sources, including the U.S. Department of Energy, the International Energy Agency, the U.S. Energy Information Administration, Bloomberg New Energy Finance, Renewable Energy Policy Network for the 21st Century, the Solar Energy Industries Association and Lazard Ltd. Although the Partnership believes these third-party sources are reliable as of their respective dates, the Partnership has not independently verified the accuracy or completeness of this information.

Non-GAAP Financial Measures

This presentation includes certain non-GAAP financial measures, including EBITDA. 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 Appendix 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.

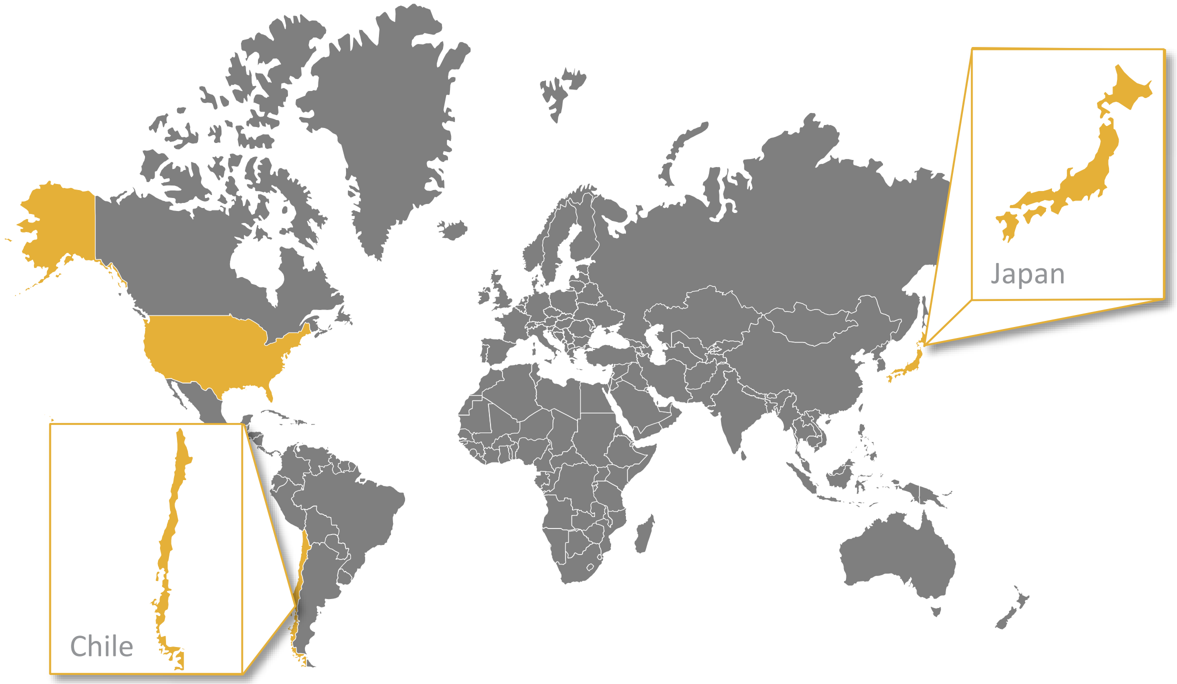
Introduction to 8Point3 Energy Partners

Generate Predictable Cash Distributions that Grow at a Sustainable Rate

8point3 Energy Overview

- High-quality 432 MW Initial Portfolio
  - 87% utility scale
  - Weighted average contract life of 22 years
  - No project-level debt
- Visible growth supported by a 1,143 MW ROFO Portfolio and 13.7 GW development pipeline
- Dynamic sponsorship
  - First Solar and SunPower have both demonstrated global track records of development
  - Developed, built or supplied ~39% of U.S. installed capacity and ~11% of OECD installed capacity
- Predictable cash flow from solar assets with minimal production variability
- Incentive aligning mechanisms (IDRs, Forbearance, Subordination)

IPO / ROFO Markets



✓ Utility ✓ Commercial ✓ Residential

8point3 energy partners

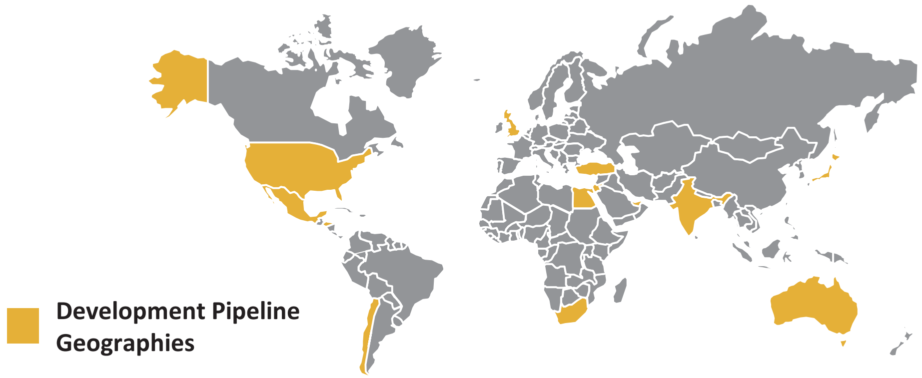
First Solar Overview

Track Record of Development & Execution

- 10+ GW installed capacity worldwide
- 2+ GW developed and constructed across North America
- 1.7 GW of contracted projects under development worldwide
- ~4 GW currently contracted solar pipeline
- $1.8bn committed between 2014 to 2016 to project development capital investment, in the U.S. and internationally

Global Development Pipeline

13 Countries



Technology Competitiveness & Market Expansion

- World record CdTe solar cell efficiency of 21.5%
- Atlas 25+ certification for durability against accelerated environmental conditions
- Acquisition of TetraSun in 2013
  - First Solar TetraSun Modules feature superior power density

Financial Strength

- $1.5bn cash on balance sheet
- $1.2bn net cash
- $5.0bn net assets
- Balance sheet strength enables low cost of capital and ability to invest in global development opportunities

Source: First Solar public filings
Note: Financials as of March 31, 2015

SunPower Overview

Track Record & Best-in-Class Technology

- 2+ GW utility-scale projects worldwide
- 4.5 GW solar PV deployed historically
- Highest efficiency, highest reliability monocrystalline solar technology available

Financial Strength

Relationship with Total S.A.

- Total S.A. is the world's fourth-largest oil and gas company
- Made $1.5bn investment in SunPower; 65% ownership
- Entered into $1.0bn credit support agreement to facilitate SunPower's growth
- Provided $24mm 4-year R&D support

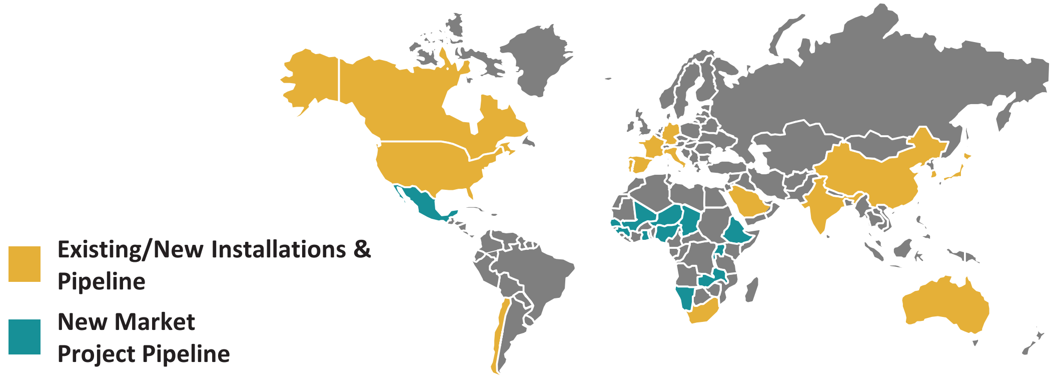
Balance Sheet Strength

- $600mm cash on balance sheet, $850mm total liquidity, $1.6bn net assets

Source: SunPower public filings
Note: Financials as of March 31, 2015

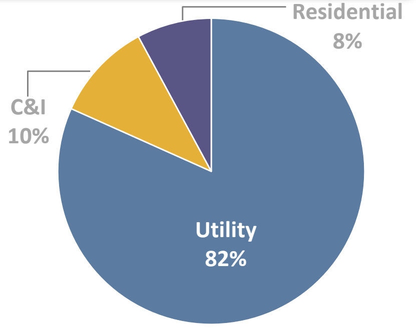
Global Development Pipeline

25+ Countries



- Active and successful across diverse customer segments
- Total S.A. relationship adds global commercial opportunities and co-development platform

Pipeline by Customer Segment (MW)



Strategic Rationale | Why 8point3 Energy Matters to Our Sponsors

- Pure-play vehicle that highlights the value of contracted solar power assets
- Provides key source of visible demand for Sponsors' core module manufacturing businesses
- Complementary technologies and market segments provide diversification of growth opportunities
- Broadens investor base and provides an attractive cost of capital
- Enables Sponsors to retain ownership of assets and benefit from recurring cash flow and residual value upside
- General Partner interest will represent significant and increasing value to Sponsors as 8point3 achieves growth targets

Sustainable competitive advantage for Sponsors and long-term, stable returns for Sponsors' shareholders

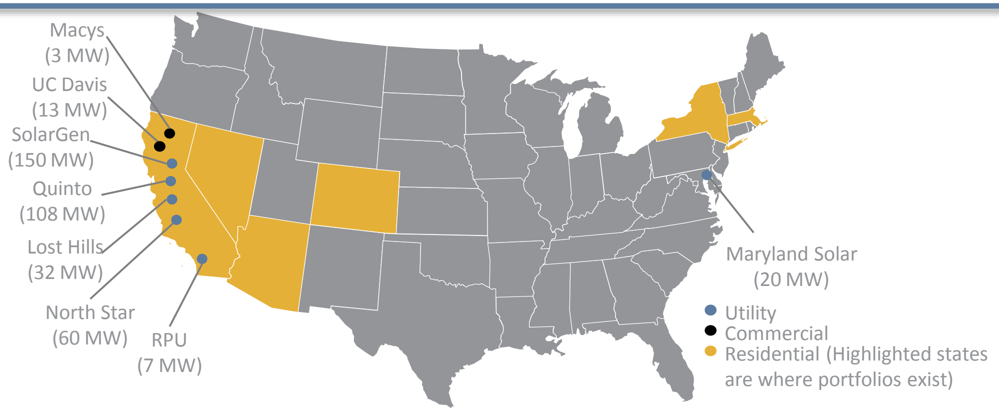
Key Investment Highlights

1. Favorable Industry Dynamics
2. Stable Cash Flows Generated by Long-Term Contracts with Credit-Worthy Counterparties
3. High Quality Portfolio of Newly Constructed Solar Assets with Significant Scale and Diversity
4. Ongoing Relationship with First Solar and SunPower Provides Visibility for Sustainable Growth
5. Conservative Financing Structure
6. Experienced Management Team

Our Portfolio

8point3 Energy – Initial Portfolio Overview

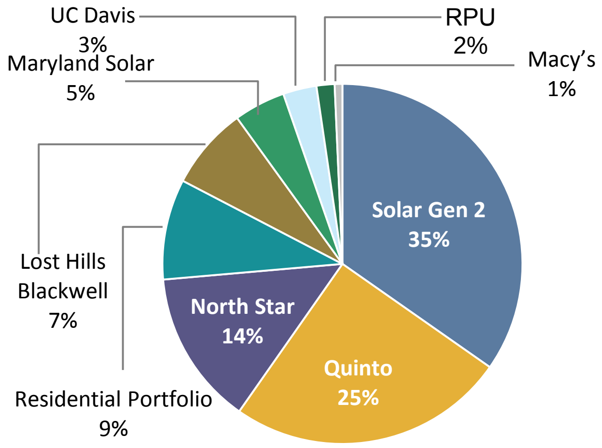
8point3 Initial Portfolio



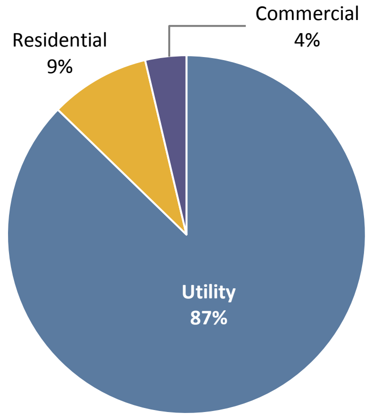
Project	COD[1]	Location	Gross MW(ac)*	Offtaker	Counterparty Credit Rating / Avg. FICO Score	Remaining PPA Tenor[2]
Utility						
Maryland Solar	Feb-14	MD, USA	20	First Energy Solutions	BBB-	18.0
Solar Gen 2	Nov-14	CA, USA	150	San Diego Gas & Electric	A	24.7
Lost Hills Blackwell	Apr-15	CA, USA	32	Pacific Gas & Electric	AA+ / BBB	28.7
North Star	Jun-15	CA, USA	60	Pacific Gas & Electric	BBB	20.0
RPU	Oct-15	CA, USA	7	City of Riverside	A-	25.0
Quinto	Oct-15	CA, USA	108	Southern California Edison	BBB+	20.0
Commercial & Industrial						
UC Davis	Sep-15	CA, USA	13	University of CA	AA	20.0
Macy’s	Oct-15	CA, USA	3	Macy's Corporate Services	BBB+	20.0
Residential						
Resi Portfolio	Jun-14	USA	39	Approx. 5,900 Homeowners	765 Average / 680 Minimum	17.3
Total			**432**			**WAL: 22 yrs[3]**

* MW shown on a gross basis. Refer to S-1 for additional disclosures.
[1] COD represents expected timing, where applicable.
[2] Remaining term of offtake agreement is measured from the later of March 31, 2015 or the COD of the applicable project. Refer to S-1 for additional disclosures.
[3] Weighted average based on MW capacity.

Gross MW by Project



Gross MW by Customer Segment



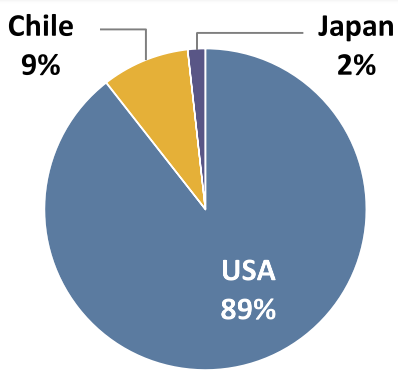
Right of First Offer Portfolio Detail

ROFO Assets Summary

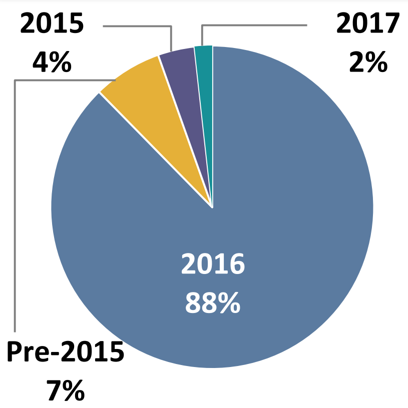
Project	COD[1]	Location	Gross MW	Remaning PPA Tenor[2]	Offtaker
Utility; Contracted					
Kingbird	Dec-15	USA	40	20.0	Southern California Public Power Authority
Hooper	Apr-16	USA	52	20.5	Public Service Company of Colorado
Moapa	Jun-16	USA	250	25.0	Los Angeles Dept. of Water and Power
Cuyama	Jun-16	USA	40	25.0	Pacific Gas and Electric
Henrietta	Jul-16	USA	102	20.0	Pacific Gas and Electric
Stateline	Sep-16	USA	300	20.0	Southern California Edison
Stanford	Oct-16	USA	54	25.0	Leland Stanford Junior University
Utility; Awarded					
El Pelicano	Nov-16	Chile	100	-	-
Utility; Advanced Development					
IPT Solar Gen	May-17	Japan	20	-	-
Commercial & Industrial; Contracted					
Commercial Portfolio #1	Dec-13	USA	45	15.5	Various
Napa Sanitation District	Dec-15	USA	1	25.0	Napa Sanitation District
Riverside Public Utility District - Water Division	Mar-16	USA	6	25.0	Riverside Public Utility District - Water Division
Rancho California Water District	Apr-16	USA	4	25.0	Rancho California Water District
Macy's Maryland	May-16	USA	6	20.0	Macy's Corporate Services
Commercial Portfolio #2	Aug-16	USA	49	16.0	Various
Kern High School District	Sep-16	USA	20	20.0	Kern High School District
Commercial & Industrial; Awarded					
Colorado	Oct-15	USA	1	-	-
California 1	Jun-16	USA	2	-	-
Connecticut	Jun-16	USA	1	-	-
Alabama	Sep-16	USA	8	-	-
California 2	Sep-16	USA	2	-	-
Massachusetts	Oct-16	USA	1	-	-
California 3	Dec-16	USA	5	-	-
Residential					
Residential ROFO Portfolio	Oct-14	USA	34	19.5	~ 5000 homeowners
Total			1,143	WAL: 21 years[3]	

[1] COD represents expected timing, where applicable.
[2] Remaining term of offtake agreement is measured from the later of March 31, 2015 or the COD of the applicable project. Refer to S-1 for additional disclosures.
[3] Based on gross MW (not reduced for projects which we own or will own less than a 100% interest in or in which we are or will be the lessor under any sale-leaseback financing) for contracted projects only.

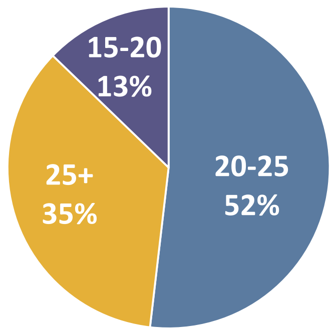
MW by Country (%)



MW by COD (%)

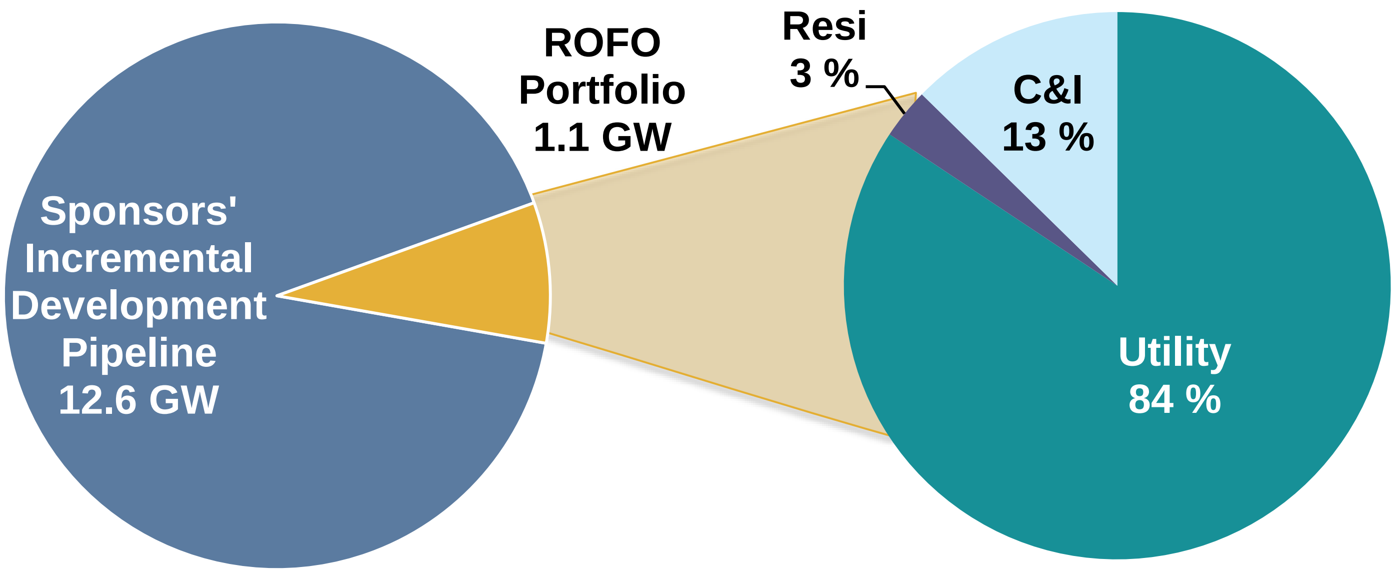


MW[3] by Remaining PPA Duration (%)



Visibility for Sustainable Growth

Our Sponsors' Pipeline Provides Growth Visibility



Total Pipeline: 13.7 GW

ROFO Portfolio: 1.1 GW

- ✓ 1.1 GW ROFO Portfolio provides 2.6x Initial Portfolio coverage
- ✓ ROFO assets fully cover targeted 12 – 15% DPS growth through 2017 and into 2018
- ✓ Incremental 12.6 GW development pipeline provides longer-term growth visibility

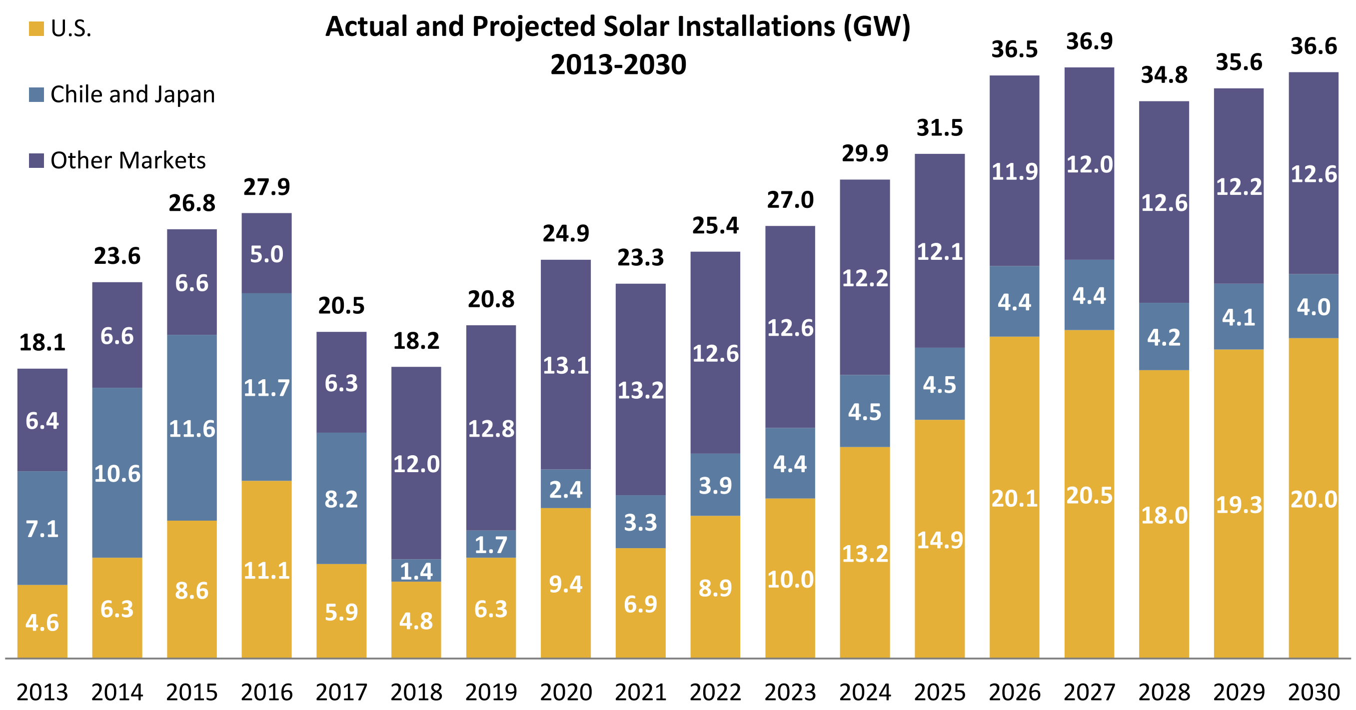
Key Investment Highlights

1 Favorable Industry Dynamics

Key Drivers of Solar Energy Growth

- ✓ Increasing demand for solar energy
- ✓ Retirement of traditional sources of generation
- ✓ Increasing penetration of DG Solar
- ✓ Decreasing solar costs opening new markets
- ✓ Government incentives for solar
- ✓ Emergence of new business opportunities (e.g., firm power, direct access and community solar)

Solar Energy Penetration and Growth Projections



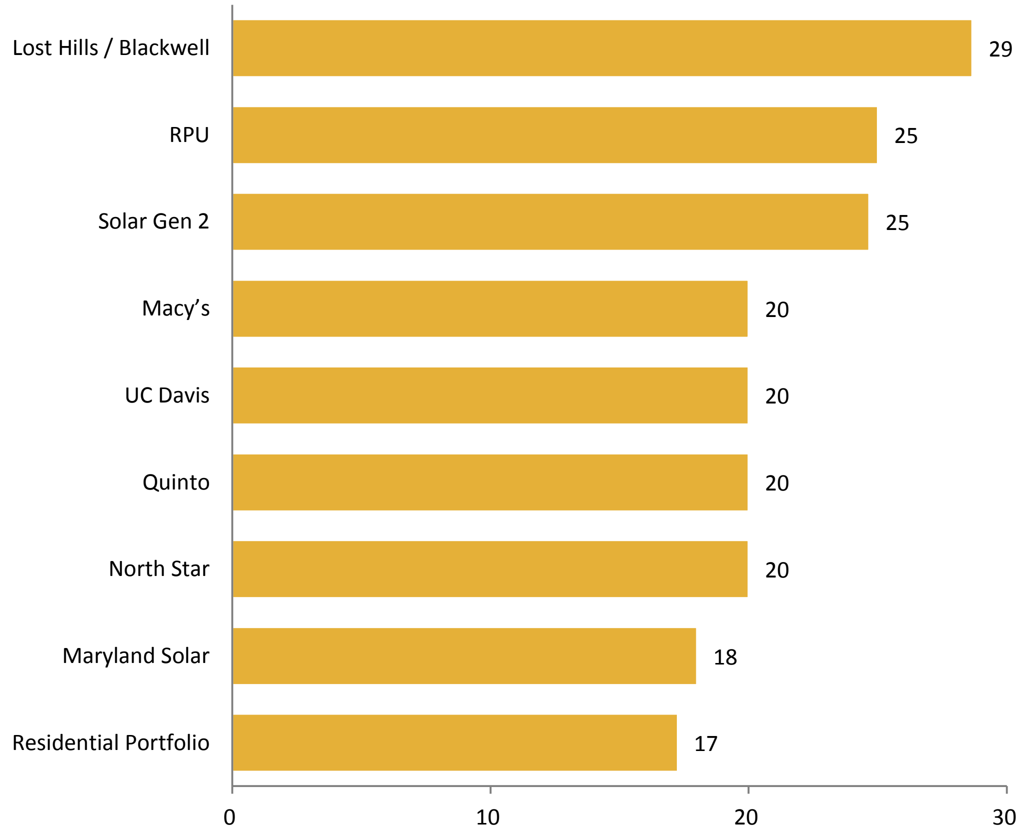
Source: Bloomberg New Energy Finance (Conservative case projections through 2017 as of February 5, 2015. Projections beyond 2017 as of June 27, 2014.).

Note: Assumes ITC decreases to 10% at the end of 2016. Other markets include Australia, Canada, France, Germany, Mexico and the U.K.; Canada and Chile projections do not extend beyond 2017. In 2017, Chile is projected to account for 0.9 GW.

8point3 energy partners

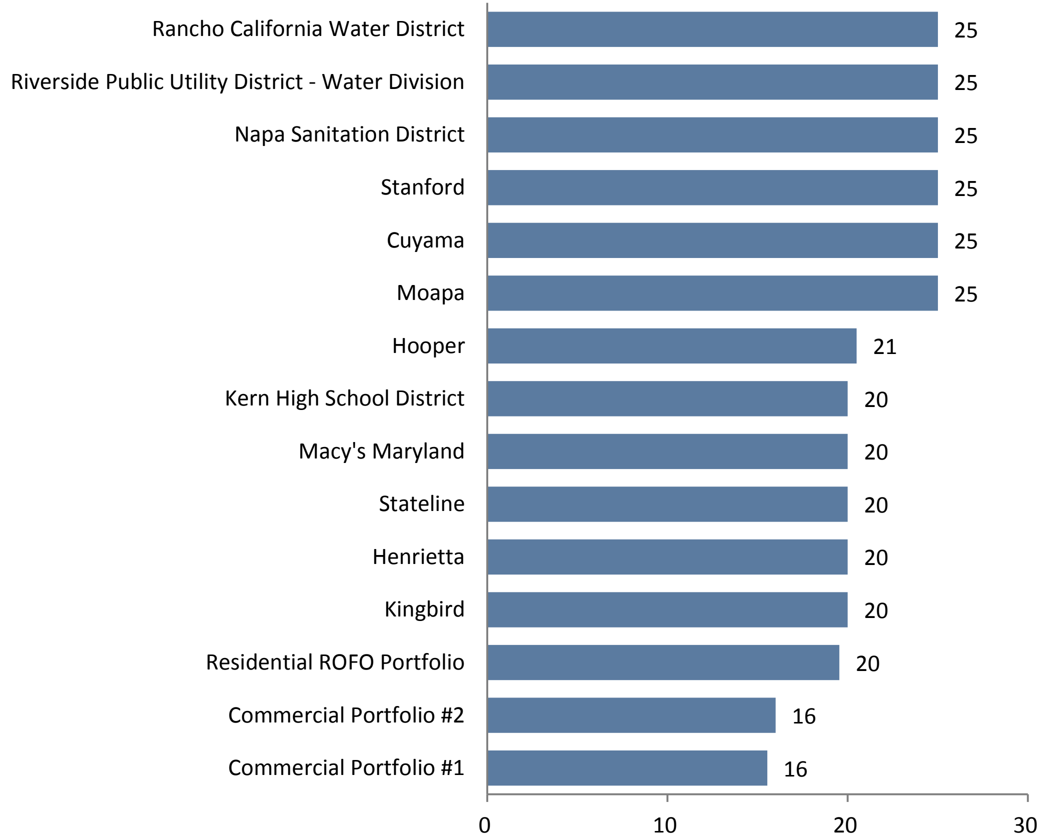
2 Stable Cash Flows Generated by Long-Term Contracts with Credit-Worthy Counterparties

Initial Portfolio



Weighted Average Remaining PPA Life of 22 Years

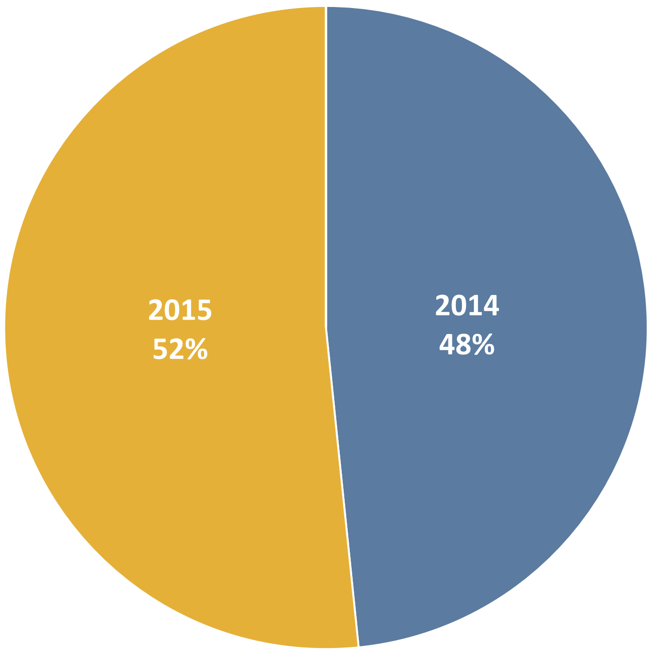
Contracted ROFO Portfolio



Weighted Average Remaining PPA Life of 21 Years

3 High Quality Portfolio of Newly Constructed Solar Assets

Initial Portfolio COD (by MW)

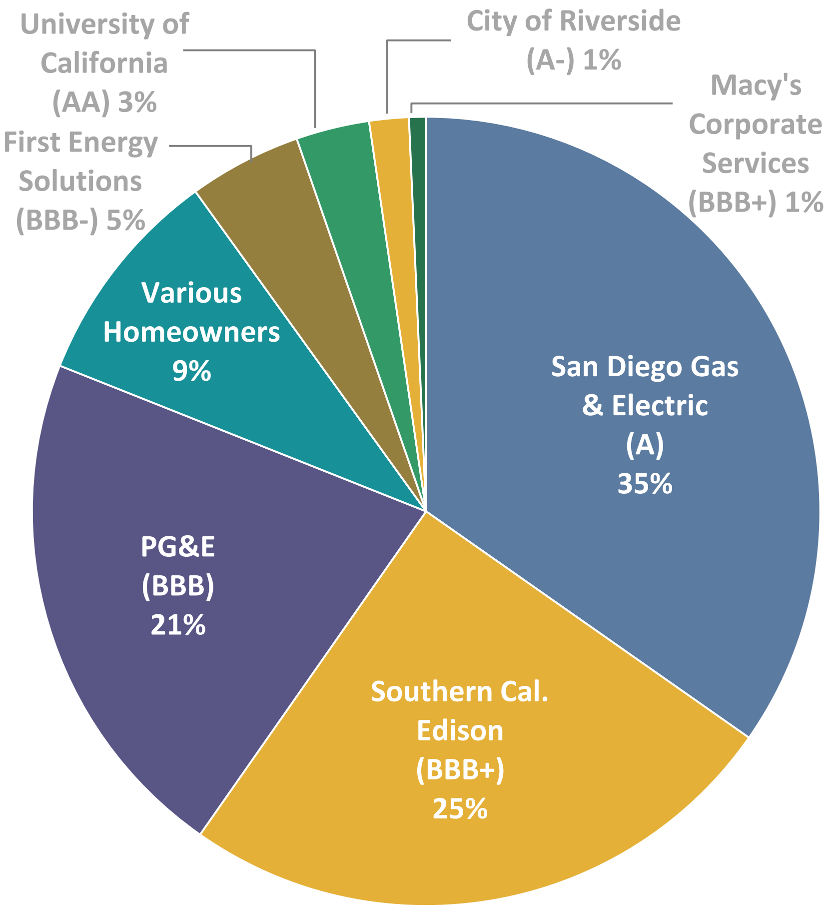


Expected remaining life of assets of over 30 years

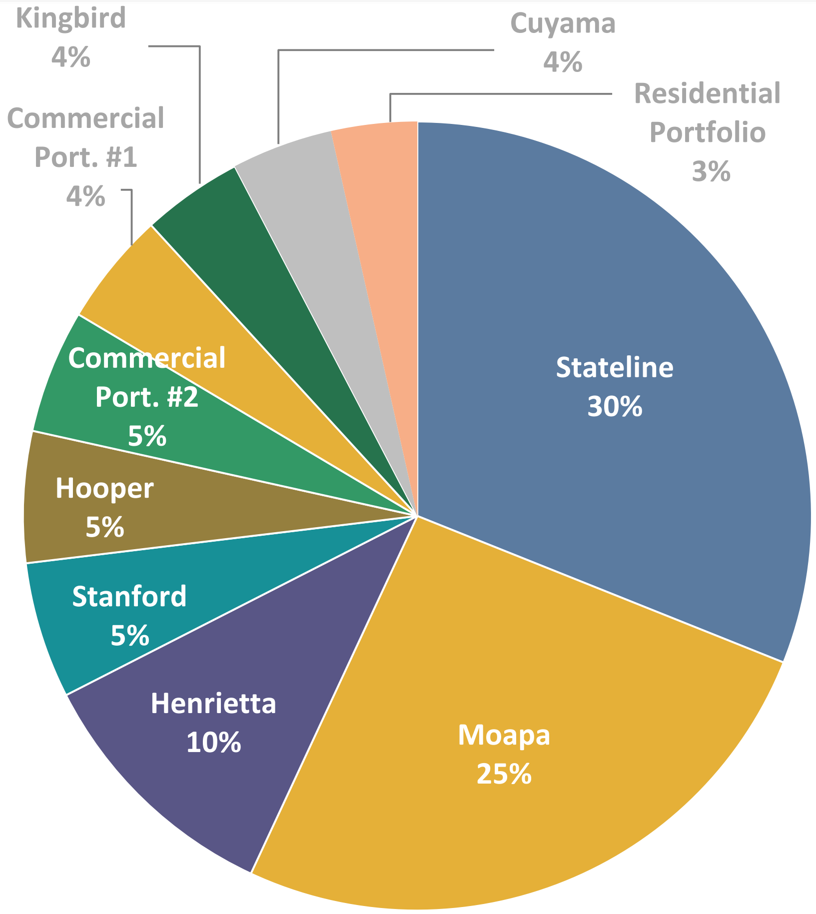
- Technology advantage
  - Best-in-class thin film and high efficiency monocrystalline silicon technologies
  - Complementary technologies across customer base and applications
  - Demonstrated track record of high durability and low degradation
- High irradiance predictability and system availability
  - Highly predictable total energy production with limited variability
  - Resource and asset performance well-understood
- Low O&M costs
  - Strong track record of First Solar and SunPower as O&M providers, both with average portfolio availability above 99.5%
  - Minimal maintenance capex requirements once plants are online
  - No fuel price exposure

3 Significant Scale and Diversity Across Projects and Counterparties

Initial Portfolio Offtakers by Gross MW



Top 10 Contracted ROFO Projects by Gross MW[1]



[1] Top 10 ROFO projects only include currently contracted assets. Percentages of 1,003 total contracted MW shown.

4 Ongoing Relationship with SunPower and First Solar Provides Visibility for Sustainable Growth

- The Sponsors have proven capabilities to develop high quality, contracted generation assets in target operating areas and market segments
- Of the 18.1 GW of solar power capacity installed in the U.S. between 2005 and 2014, 39% was developed, built or supplied by the Sponsors. As of March 31, 2015, the Sponsors collectively maintained a 13.7 GW pipeline of early-to-advanced development stage solar projects
- The Sponsors have entered into a ROFO Agreement with 8point3 which grants 8point3 the right of first offer on certain projects Sponsors currently own
  - ROFO Agreement includes assets which represent 1.1 GW capacity, or more than 2.6 times the Initial Portfolio
  - The ROFO Portfolio represents only ~8% of the current combined pipeline projects of the Sponsors

First Solar	Development Platform[1]
Geographies	13 Countries
Customer Segments	Utility, Commercial

SUNPOWER	Development Platform[2]
Geographies	25+ Countries
Customer Segments	Utility, Commercial, Residential

Total Combined Capacity Under Development of 13.7+ GW

[1] Source: First Solar public filings
[2] Source: SunPower public filings

5 Conservative Financing Structure

- ✓ No project-level debt on the Initial Portfolio
- ✓ Modest consolidated leverage of approximately 4.0x CAFD
- ✓ Long tenor of underlying asset contracts provides significant cash flows and remaining contract life to support future refinancings
- ✓ Available liquidity with balance sheet cash, delayed draw term loan facility and revolver capacity
- ✓ No equity capital required to achieve target growth for at least one year post offering

6 Experienced Management Team

8point3 energy partners

		Position at 8point3	Sponsor Background	Experience
	Charles D. Boynton	Chief Executive Officer	Chief Financial Officer SUNPOWER (5 Years)	ServiceSource, INTELLIDEN, COMMERCE ONE, KRAFT, Grant Thornton An instinct for growth
	Mark R. Widmar	Chief Financial Officer	Chief Financial Officer First Solar (4 Years)	GrafTech International, NCR, DELL

8point3 has access to the significant management resources of the Sponsors to support the operational, financial, legal and regulatory aspects of the business

First Solar

Management	Position
James A. Hughes	Chief Executive Officer
Georges Antoun	President, U.S.
Joseph Kishkill	President, International
Tymen de Jong	Chief Operating Officer
Paul Kaleta	EVP, General Counsel

SUNPOWER

Management	Position
Tom Werner	Chief Executive Officer
Peter Aschenbrenner	EVP, Corporate Strategy
Lisa Bodensteiner	EVP, General Counsel
Howard Wenger	President, Business Units

Financial Overview

Initial Scale Established to Drive Sustainable Growth

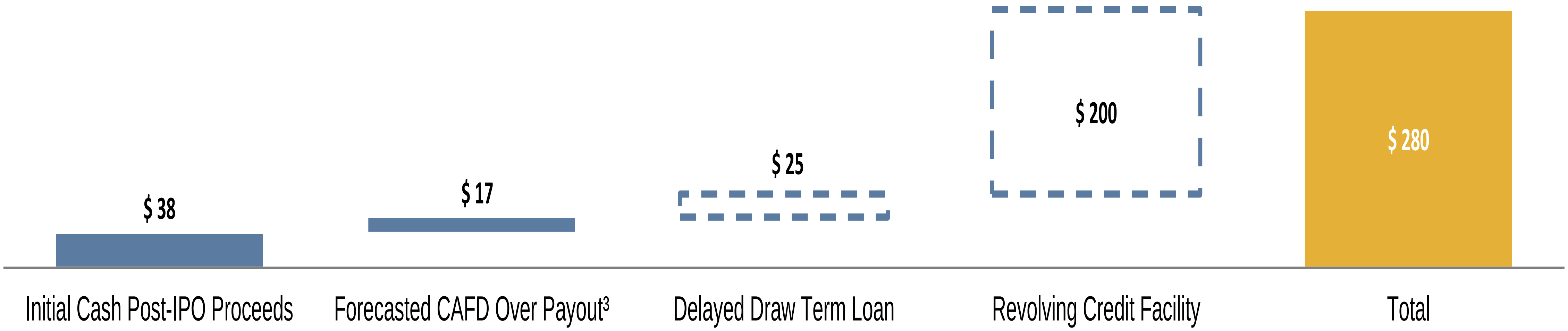
Initial Portfolio Run-rate Metrics

MWs	432	**CAFD**	$70mm
Revenues	$53mm	**Payout Ratio[1]**	85%
EBITDA[2]	$60mm	**MQD / MQD Annualized[3]**	$0.2097 / $0.8388

Note: Run-rate financial metrics assume values twelve months ending May 31, 2017
[1] Future payout ratio will be adjusted to achieve 12-15% DPS growth.
[2] Equity in earnings of unconsolidated affiliates includes proportionate share of interest and depreciation expense of approximately $0.5 million and $11.6 million, respectively.
[3] Based on cash flow for May 31, 2017, 85% payout ratio and share count of 71mm.

Meaningful Liquidity to Fund Near Term Business Plan

Expected Available Liquidity ($mm)



[1] Debt proceeds net of fees.
[2] Net IPO proceeds per S-1 assuming 20,000,000 shares issued at $20.00 per share, the midpoint of the filing range.
[3] CAFD after distributions, assuming 85% payout for 12 months ending May 31, 2016 and May 31, 2017.

Focus on Predictable Payout

Production Variability

- Solar assets experience significantly less production variability on an annual basis compared to wind assets
- Projected cash available for distribution under P90 production is expected to exceed targeted annual MQD
- We expect more generation variability in quarterly production than we do for annual production, but we do not expect seasonality to have an impact on the amount of our quarterly distributions

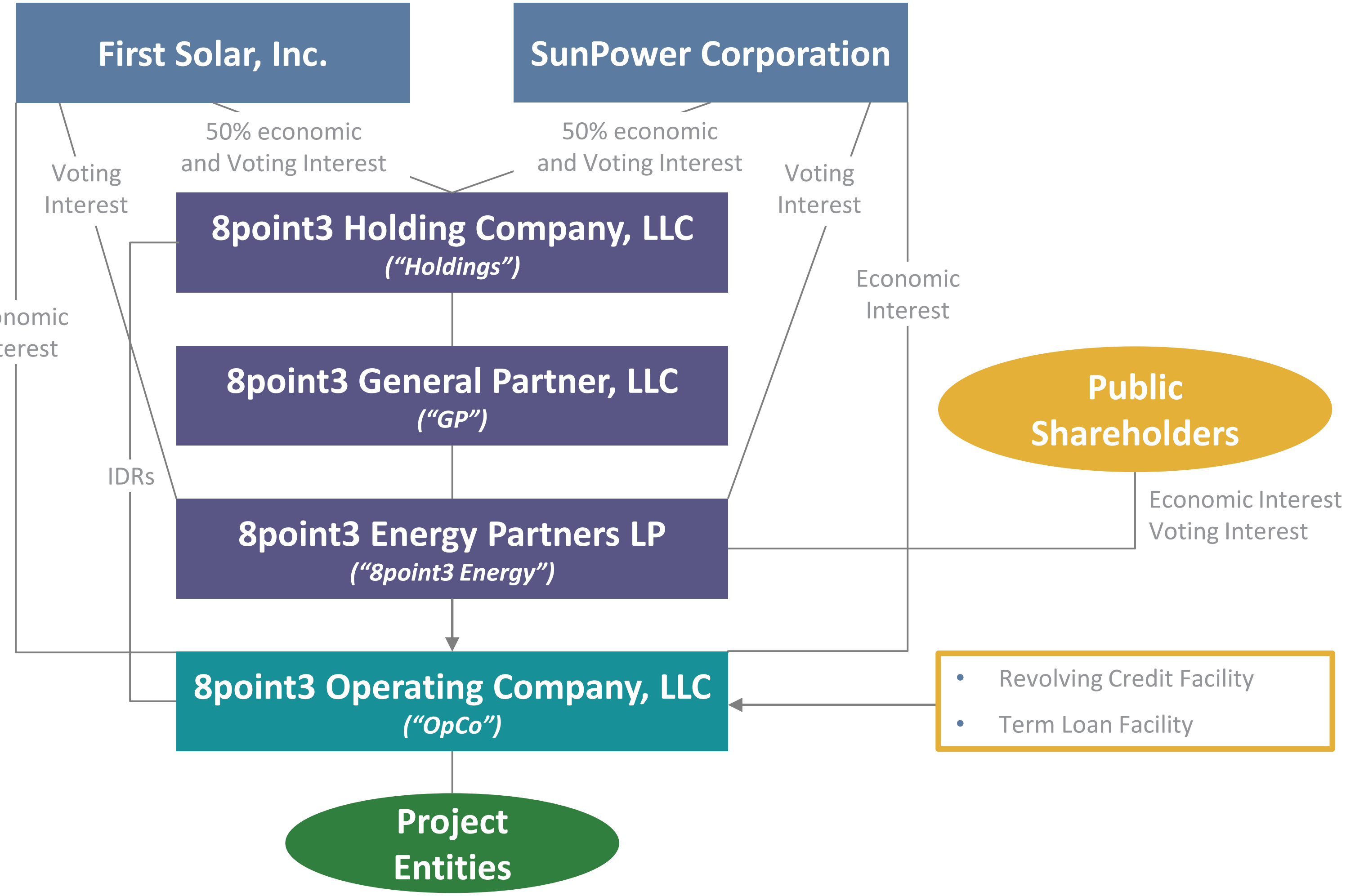
Impact on Cash Flow from P90 Production[1]

Cash Available for Distribution (P50 Case)	$70mm
P90 Reduction in CAFD (6-8% of P50 Case)	(5)
Cash Available for Distribution (P90 Case)	$65mm ✓
MQD (85% of P50 Cash Flow)	$60mm
Implied Coverage of MQD in P90 Case	1.1x

[1] CAFD for 12 months ending May 31, 2017.

8point3 Energy Organizational Structure

- First Solar and SunPower will each own a 50% economic interest and a 50% voting interest in the General Partner
- 2 directors will be appointed by each Sponsor from within their organizations
- 3 out of 7 board members are independent directors
- Audit committee and conflicts committee will consist only of independent board members
- Selection of CEO and CFO may rotate on a 2-year term basis between Sponsors



Aligning Incentives through Structural Alignment

- IDRs
  - Structured at high growth thresholds
  - 50%, 75%, 100% growth
- Distribution Subordination
  - Distributions to Sponsors' subordinated units are subordinated to the initial minimum quarterly distribution to common units
  - Subordination ends after the earlier of:
    - Three consecutive, non-overlapping four-quarter periods of the minimum quarterly distribution payment
    - Any four quarters during which aggregate distributions exceed 150% of the annualized minimum quarterly distribution
- Distribution Forbearance
  - Sponsors have agreed to forego any distributions declared on their common and subordinated units during the forbearance period
  - Forbearance period will end in the fiscal quarter commencing on or after March 1, 2016

Sponsors incentivized for sustainable growth

Key Investment Highlights

1	Favorable Industry Dynamics
2	Stable Cash Flows Generated by Long-Term Contracts with Credit-Worthy Counterparties
3	High Quality Portfolio of Newly Constructed Solar Assets with Significant Scale and Diversity
4	Ongoing Relationship with First Solar and SunPower Provides Visibility for Sustainable Growth
5	Conservative Financing Structure
6	Experienced Management Team

Appendix

Reconciliation of EBITDA to GAAP Net Income

In Thousands	Twelve-Month Period Ending May 31, 2016	Twelve-Month Period Ending May 31, 2017
Net Income (Loss) of OpCo	$8,285	$28,171
Add:		
Depreciation, Amortization and Accretion	$13,208	$18,278
Interest Expense	12,683	13,222
Income Tax Expense	–	–
EBITDA of OpCo	34,176	59,671

Reconciliation of Estimated CAFD to EBITDA

In Thousands	Twelve-Month Period Ending May 31, 2016	Twelve-Month Period Ending May 31, 2017
EBITDA of OpCo	$34,176	$59,671
Less:		
Equity in Earnings of Unconsolidated Affiliates[1]	$(17,509)	$(19,369)
Cash Interest Paid	(12,347)	(12,886)
Cash Income Taxes Paid	–	–
Expansion Capital Expenditures[2]	(160,393)	–
Purchase Price Payments of Initial Projects[3]	(202,066)	–
Cash Distributions to Non-controlling Interests[4]	(1,911)	(4,417)
Add:		
Cash Distributions from Unconsolidated Affiliates[5]	$24,459	$35,283
Capital Contributed By Sponsors to Find Expansion Capital Expenditures[2]	160,393	–
Tax Equity Contributions[3]	202,066	–
Network Upgrade Refund[6]	5,405	9,265
Test Electricity Generation[7]	8,607	–
Cash Proceeds from Sales-type Residential Leases, Net[8]	2,376	2,516
Estimated Cash Available for Distribution to OpCo Unitholders[9]	43,256	70,063

1 Equity in earnings of unconsolidated affiliates represents the earnings from the Lost Hills Blackwell Holding Company, the North Star Project Entity and the Solar Gen 2 Project Entity and is included on our pro forma consolidated statement of income included elsewhere in this prospectus. We own a 49% ownership interest in each of the Lost Hills Blackwell Holding Company, the Solar Gen 2 Project Entity and the North Star Project Entity, and an affiliate of Southern Company, which is not affiliated with First Solar, owns the other 51% ownership interest. Equity in earnings of unconsolidated affiliates for the twelve-month period ending May 31, 2016 includes our proportionate share of interest and depreciation expense of approximately $0.4 million and $11.4 million, respectively, and equity in earnings of unconsolidated affiliates for the twelve-month period ending May 31, 2017 includes our proportionate share of interest and depreciation expense of approximately $0.5 million and $11.6 million, respectively. Please read "Business—Tax Equity."

2 Expansion capital expenditures during the periods are cash expenditures expected to be incurred to complete the projects in our Initial Portfolio that will not have reached COD by the closing of this offering. Each Sponsor will agree in the Omnibus Agreement to reimburse OpCo for any expansion capital expenditures made during the forecast period with respect to the projects contributed by such Sponsor.

3 Purchase price payments of initial projects represent the remaining payments to the Sponsor for the purchase of the RPU Project, the Quinto Project, the UC Davis Project and the Macy's Project, which will be funded by tax equity contributions to certain OpCo subsidiaries following the closing of this offering, cash held by certain OpCo subsidiaries and cash to be provided in the future by SunPower.

4 Cash distributions to non-controlling interests represent net income attributable to our tax equity investor's interest in the cash distributions of the RPU Project Entity, the Quinto Project Entity, the UC Davis Project Entity and the Macy's Project Entities, assuming a P50 production level.

5 Cash distributions from unconsolidated affiliates represent the cash received by OpCo with respect to its 49% interest in the Lost Hills Blackwell Holding Company, the North Star Project Entity and the Solar Gen 2 Project Entity. As explained below under "—Assumptions and Considerations— Cash Distributions from Unconsolidated Affiliates" and "—Assumptions and Considerations— Network Upgrade Refunds," cash distributions from unconsolidated affiliates for the twelve-month period ending May 31, 2016 includes $0.5 million and $0.6 million of network upgrade refunds from PG&E and Imperial Irrigation District, respectively, and cash distributions from unconsolidated affiliates for the twelve-month period ending May 31, 2017 includes $5.9 million and $0.6 million in network upgrade refunds from PG&E and Imperial Irrigation District, respectively.

6 Network upgrade refunds represent a reimbursement of the cost of certain network and transmission upgrades due to the Quinto Project Entity. In connection with the construction and interconnection of the Quinto Project, the Quinto Project Entity paid for certain upgrades to the network and transmission lines of its interconnection counterparty, PG&E, and is entitled to a refund from PG&E of the cost of certain of those upgrades. These refunds will be paid by PG&E over approximately five years after the Quinto Project's COD, which is expected to occur in October 2015. Please read "—Assumptions and Considerations—Network Upgrade Refunds."

7 Test electricity generation represents the sale of electricity that is generated prior to COD by the Quinto Project. The system 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. It is expected that the Quinto Project will generate test electricity for the first four months of the twelve-month period ending May 31, 2016.

8 Cash proceeds from sales-type residential leases, net, represent expected gross rental cash receipts for sales-type leases, less 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 GAAP.

9 Reflects distribution forbearance on all common and subordinated units held by the Sponsors for the first three quarters of the twelve-month period ending May 31, 2016.

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