

8POINT3 GENERAL PARTNER, LLC

Audit Committee of the Board of Directors

Charter

The Board of Directors (the “Board”) of 8point3 General Partner, LLC (the “General Partner”), acting in its capacity as the general partner of 8point3 Energy Partners LP (the “Partnership”), has established the Audit Committee of the Board (the “Committee”) with the authority, responsibility and specific duties as described in this Audit Committee Charter (this “Charter”). Capitalized terms not otherwise defined herein shall have the meanings given such terms in the Amended and Restated Limited Liability Company Agreement of the General Partner.

First Solar, Inc. and SunPower Corporation formed 8point3 Holding Company, LLC (“Holdings”) as a joint venture to indirectly own, operate and acquire energy assets. Holdings is the sole owner of the General Partner.

I. Purpose

The purposes of the Committee are:

- assist the Board in monitoring (i) the integrity of the financial statements and system of internal controls of the Partnership, (ii) the qualifications, performance and independence of the independent auditor, (iii) the performance of the Partnership’s internal audit function, and (iv) the Partnership’s compliance with regulatory and legal requirements, corporate policies and controls;
- prepare the report to shareholders required by the rules of the U.S. Securities and Exchange Commission (the “SEC”) to be included in the Partnership’s Annual Report on Form 10-K;
- satisfy themselves that the Partnership’s financial statements are complete, accurate and in accordance with Generally Accepted Accounting Principles (“GAAP”) and fairly present the financial position and risks of the Partnership; and
- provide the Board with such information and materials as it may deem necessary to make the Board aware of significant financial matters that require the attention of the Board.

II. Composition

A. Composition

The Committee shall be comprised of three (3) or more “independent” directors as determined by the Board. The members of the Committee shall be appointed by the Board

annually, and shall serve until their successors are duly elected and qualified. The members of the Committee shall designate a Chair by majority vote of the full Committee membership.

B. Qualifications

Each member of the Committee shall be determined by the Board to be “independent” and to satisfy the additional independence standards for audit committee service under the listing standards of the Nasdaq Global Market, the requirements set forth in the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the applicable rules and regulations of the SEC, in each case as in effect from time to time. Each member of the Committee shall be able to read and understand fundamental financial statements, including the Partnership’s balance sheet, income statement and cash flow statement, and not have participated in the preparation of the financial statements of the Partnership or any subsidiary at any time during the past three years. At least one member of the Committee shall be an “audit committee financial expert” as determined by the Board and as required by the rules and regulations of the SEC.

C. Compensation

No member of the Committee may receive any compensation from the Partnership other than (i) fees paid to all independent directors for service on the Board (including customary perquisites and other benefits that all directors receive), (ii) additional fees paid to directors for service on a committee of the Board or as the chairperson of any committee and (iii) a pension or other deferred compensation for prior service that is not contingent on future service on the Board.

III. Meetings; Voting; Minutes

A. Meetings

The Committee shall meet in person or telephonically at least quarterly, or more frequently as it determines. As part of its responsibility to foster open communication, the Committee shall meet in separate executive sessions at least (i) annually with each of management and the internal auditors and (ii) quarterly with the independent accountants, in each case to discuss any matters that the Committee or such group believes should be discussed privately. The Committee may hold additional formal or informal meetings or consultations with any officer or employee of the Partnership at the discretion of the Committee or the Chair.

B. Voting

Each member of the Committee shall be entitled to one vote. A majority of the members of the Committee shall constitute a quorum for any meeting, and the majority of the members present shall decide any matter brought before the Committee. If the directors present at a meeting are unable to decide a matter brought before the Committee, the matter shall be decided at the next meeting.

C. Minutes

The Committee shall maintain minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

IV. Responsibilities and Duties

The Committee shall be responsible for and perform the following functions:

A. General

The Committee's responsibilities consist of the following:

- Review and update this Charter at least annually.
- Perform an annual evaluation of the performance of the Committee.
- Report regularly to the Board on the performance of the Committee's responsibilities and duties, as well as any issues that arise with respect to the quality or integrity of the Partnership's financial statements and internal controls, the Partnership's compliance with legal or regulatory requirements, the performance and independence of the Partnership's independent auditors or the performance of the internal audit function.
- Review and discuss with management and the independent auditors the Partnership's Quarterly Report on Form 10-Q prior to its filing, and the results of the independent auditors' review of interim financial information pursuant to Statement on Auditing Standards 61. Such meeting shall include a review and discussion of the Partnership's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
- Meet to review and discuss with management and the independent auditors the Partnership's Annual Report on Form 10-K prior to its filing, including the financial statements contained therein and the Partnership's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and recommend to the Board whether the audited financial statements should be included in the Partnership's Annual Report on Form 10-K.
- Discuss the Partnership's earnings press releases, as well as financial information and earnings guidance provided to analysts, rating agencies or the investing public. Discussions of earnings press releases, as well as financial information and earnings guidance may be done generally (i.e., discussion of the types of information to be disclosed and the type of presentation to be made).
- Review and approve all reports and disclosures with respect to matters related to the Committee required to be included in the Partnership's annual report pursuant to applicable rules and regulations of the SEC.

- Review the Partnership's system of internal controls and discuss with management any material issues as to the adequacy of the Partnership's internal controls and any special steps adopted in light of material control deficiencies.
- Discuss with management and the independent auditors significant financial reporting issues and judgments made in connection with the preparation of the Partnership's financial statements.
- Review with the independent auditors (i) all critical accounting policies and practices used, (ii) their judgments about the appropriateness, not just the acceptability, of accounting principles and financial disclosure practices used or proposed to be adopted by management, (iii) all alternative treatments of financial information within GAAP that have been discussed with management, including the ramifications of the use of such alternative treatments, and the treatment preferred by the auditor, and (iv) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- Discuss with management and the independent auditor the effect on the Partnership's financial statements of any regulatory or accounting initiatives or any off-balance sheet structures.
- Review the disclosures and certifications of the Partnership's Chief Executive Officer and Chief Financial Officer under Sections 302 and 906 of the Sarbanes-Oxley Act of 2002.
- The Committee shall have the authority to retain such outside counsel, experts and other advisors as it determines appropriate to assist in the full performance of its functions and the Committee shall receive appropriate funding, as determined by the Committee, for payment of compensation to such counsel, experts and other advisors; and the Committee shall have reasonable access to employees, consultants, service providers and agents of the Partnership and access to the books and records of the Partnership necessary to perform the duties of the Committee.

B. Independent Auditors

The independent auditors for the Partnership are accountable, and report directly, to the Committee. The Committee shall have the sole authority to (i) retain, evaluate and terminate the Partnership's independent auditors, (ii) approve all auditing services and related fees and the terms thereof and other compensation paid to the auditors and (iii) resolve any disagreements between management and the independent auditors regarding financial reporting. The Committee shall pre-approve all auditing and permitted non-auditing services of the independent auditors, subject to de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act that are approved by the Committee prior to completion of the audit. The Committee may form, and delegate authority to, subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.

The Committee shall review the performance of the independent auditors and shall:

- Ensure that the independent auditors submit to the Committee at least annually a formal written statement describing all relationships between the independent auditors and the Partnership, including each non-audit service provided to the Partnership and the matters set forth in Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees).
- Obtain and review a report from the independent auditor at least annually regarding (a) the independent auditor's internal quality control procedures, (b) any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any inquiry of investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, (c) any steps taken to deal with such issues, and (d) all relationships between the independent auditor and the Partnership or its executive officers.
- Review and evaluate the qualifications, performance and independence of the independent auditors and the lead audit partner of the independent auditors, including whether the auditor's quality controls are adequate and the provision of any permitted non-audit services is compatible with maintaining the auditor's independence, in each case taking into account the opinions of management and the independent auditors. The Committee shall present its conclusions with respect to the independent auditors and the lead audit partner of the independent auditors to the Board not less frequently than annually.
- Assure the regular rotation of the lead audit partner as required by Section 10A(j) of the Exchange Act.
- Review and discuss with the independent auditor the annual audit plan the scope of the audit, and review and discuss the results of the audit prior to releasing year-end earnings.
- Consider and review with the independent auditor the matters required to be discussed by GAAP.
- Discuss with external auditors significant consultations on matters that otherwise are required to be disclosed to the audit committee and made with the external auditor's national office.
- Review and pre-approve requests for any management consulting engagement with the independent auditors. Set clear hiring policies for employees or former employees of the independent auditors and confirm with management prior to the initiation date of each audit that the Partnership has not hired any such person in the past year in violation of Section 10A(1) of the Exchange Act.
- Discuss with the independent auditors the matters required to be discussed pursuant to Statement on Auditing Standards No. 61, including management's adoption and/or

application of, or changes to, the Partnership's significant auditing and accounting principles and practices, any difficulties encountered in the audit, any restrictions on the scope of the activities or access to requested information and any significant disagreements with management, and, in each case, management's responses thereto. Obtain from the independent auditor assurance that it is not aware of any illegal act required to be reported to the Committee under Section 10A(b) of the Exchange Act.

V. Internal Audit

The Committee shall:

- Review and concur in the appointment, replacement, dismissal, compensation and performance review of any person providing internal audit services to the Committee as well as any firm providing internal audit services. Discuss with the internal auditor and management the internal audit department responsibilities, budget and staffing and any recommended changes to the planned scope of internal audit projects.
- Review significant reports prepared by the internal audit department together with management's responses and follow-up to those reports.

VI. Legal Compliance

The Committee shall:

- At least quarterly, review with Partnership counsel any legal matters that could have significant impact on the Partnership's financial statements or its compliance with applicable laws and regulations.
- Assist the Board in its oversight of the Partnership's compliance with legal and regulatory requirements.

VII. Other Matters

The Committee shall:

- Annually prepare a report to shareholders as required by the Commission for inclusion in the Partnership's annual report.
- Review and discuss with management the Partnership's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Partnership's risk assessment and risk management programs.
- Monitor and review annually the Partnership's compliance with its Code of Business Conduct and Ethics.

- Review the policies and procedures with respect to officers' expense accounts and perquisites, and consider the results of any review of the areas by the internal auditors.
- Discuss with management any correspondence with regulators or governmental agencies or any published reports, in each case, which raise material issues regarding the Partnership's financial statements or accounting policies.
- Form, and delegate authority to, subcommittees when it deems appropriate.
- Establish procedures for: (i) the receipt, retention, and treatment of complaints received by the Partnership from its employees regarding accounting, internal accounting controls, and auditing matters; and (ii) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- Perform such other functions as may be necessary or appropriate under law, the Partnership's Certificate of Limited Partnership or Limited Partnership Agreement or as directed by the Board.