

# SUNNOVA ENERGY INTERNATIONAL INC. CORPORATE GOVERNANCE GUIDELINES

## I. The Board of Directors

### A. *Size of Board*

The number of directors that constitutes the Board of Directors (the “Board”) of Sunnova Energy International Inc. (the “Company”) shall be fixed from time to time pursuant to the Company’s Second Amended and Restated Certificate of Incorporation and Amended and Restated By-Laws (as may be further amended and restated from time to time).

### B. *Qualification Standards*

The Board will have a majority of directors who are “Independent” as defined by the listing requirements of the New York Stock Exchange (“NYSE”). Each year, the Nominating and Corporate Governance Committee will review the relationships between the Company and each director and will report the results of its review to the Board, which will then determine which directors satisfy the applicable independence standards of the NYSE and, as applicable, the Securities Exchange Act of 1934, as amended.

Annually, the Board will recommend a slate of directors for election at the annual meeting of stockholders. The Board evaluates each individual in the context of the Board as a whole, with the objective of recommending a group that can best ensure the success of the Company’s business and represent stockholder interests through the exercise of sound business judgement.

The Nominating and Corporate Governance Committee is responsible for identifying individuals qualified to become Board members. Nominees for directorship will be selected by the Nominating and Corporate Governance Committee in accordance with the policies and principles in its charter, including an evaluation of the appropriate skills, characteristics and experience for the Board as a whole and for its individual members. An invitation to join the Board should be extended by the Board itself, by the Chair of the Nominating and Corporate Governance Committee or by the Chairman of the Board.

### C. *Director Responsibilities*

The basic responsibility of each director is to exercise his or her business judgment to act in what he or she reasonably believes to be in the best interests of the Company and its stockholders. In discharging this obligation, directors are entitled to rely on the

honesty and integrity of the Company's senior executives and its outside advisors and auditors as to matters the director reasonably believes are within such person's professional or expert competence.

Directors are expected to attend Board meetings and meetings of committees on which they serve, and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. The Board shall meet at least four times in each calendar year. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting, and directors should review these materials in advance of the meeting. Attendance at Board and committee meetings shall be considered by the Nominating and Corporate Governance Committee in assessing each director's performance.

***D. Service on Other Boards***

In advance of accepting an invitation to serve on another public company board, directors and executive officers should advise the Chairman of the Board and the Chair of the Nominating and Corporate Governance Committee to allow an assessment to be made of, among other things, the potential impact of such service on the director's or executive officer's, as applicable, time and availability, potential conflict of interest issues and the director's status as an independent director and membership on Board committees. Generally, the Board believes that a director should not serve on more than two other public company boards.

Service on boards and/or committees of other organizations must be consistent with the Company's conflict of interest policies. In the event a director believes they have a potential conflict of interest, they should immediately advise the Board so that the Board can determine whether a conflict of interest exists. In any event, such director should not participate in any vote or discussion on such issue.

***E. Retirement Age***

No director may be nominated to a new term if he or she would be age 72 or older at the time of the election.

***F. Director Resignation***

In accordance with the Company's Amended and Restated By-Laws, if none of the Company's stockholders provides the Company with notice of an intention to nominate one or more candidates to compete with the Board's nominees in a director election, or if the Company's stockholders have withdrawn all such nominations by the 10<sup>th</sup> day before the Company mails its notice of meeting to stockholders, a nominee must receive more votes cast for his or her election or re-election than the number of votes withheld in such election in order to be elected or re-elected to the

Board (provided that, for the avoidance of doubt, abstentions and shares subject to “broker non-votes,” as defined under the rules of the NYSE, shall not be considered as actually voting on the matter). The Board requires that a director tender his or her resignation if he or she fails to receive the required number of votes for re-election.

If an incumbent director fails to receive the required vote for re-election, the Nominating and Corporate Governance Committee will act on an expedited basis to determine whether to accept the director’s resignation and will submit its recommendation for prompt consideration by the Board. The director whose resignation is under consideration shall abstain from participating in any decision regarding his or her resignation. The Nominating and Corporate Governance Committee and the Board may consider any factors they deem relevant in deciding whether to accept a director’s resignation.

The Board shall nominate for election or re-election as a director only those candidates who agree to tender, promptly following the annual meeting at which they are elected or re-elected as director, irrevocable resignations that will be effective upon (1) the director’s failure to receive the required vote at the next annual meeting at which they face re-election and (2) Board acceptance of such resignation. In addition, the Board shall fill director vacancies and new directorships only with those candidates who agree to tender, promptly following their appointment to the Board, the same form of resignation tendered by other directors in accordance with the above practice.

#### ***G. Lead Independent Director***

During any period in which the offices of Chairman and Chief Executive Officer are combined there shall be a lead independent director (the “Lead Director”). The Lead Director will be chosen on an annual basis by the Board at the recommendation of the Nominating and Corporate Governance Committee. The Lead Director is responsible for preparing an agenda for the meetings of the independent directors in executive session, serving as a liaison between the Board’s Chairman and the independent directors, approving meeting schedules and, if requested by a major stockholder, ensuring that he or she is available for consultation and direct communication with such stockholder. The name of the Lead Director will be disclosed in the Company’s proxy statement for its annual meeting of stockholders or, if the Company does not file an annual proxy statement, in its Annual Report on Form 10-K.

#### ***H. Meetings of Non-Management Directors***

The non-management directors will have meetings in executive session that will normally be held immediately following each regularly scheduled Board meeting. In the event that the non-management directors include directors who are not independent under the listing requirements of the NYSE, then at least once a year,

there should be an executive session including only independent directors. The Lead Director will preside at these meetings.

***I. Director Compensation***

The Compensation Committee will conduct an annual review of director compensation and make a recommendation to the Board regarding the form and amount of director compensation. The Nominating and Corporate Governance Committee will consider that a director's independence may be jeopardized if (1) director compensation and perquisites exceed customary levels, (2) the Company makes substantial charitable contributions to organizations with which a director is affiliated or (3) the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated. Directors who are employees of the Company or are appointed by a stockholder under the Stockholders Agreement shall not receive any additional compensation for service on the Board.

***J. Annual Performance Evaluation of the Board***

Each year, the Nominating and Corporate Governance Committee will lead an annual performance review of the Board. As part of this process, the Nominating and Corporate Governance Committee will receive comments from all directors and report to the full Board with an assessment of annual performance.

***K. Chairman of the Board***

Upon the election of a new Chief Executive Officer, and at such other times as the Board deems appropriate, the Board shall make a determination regarding the separation of the offices of Chairman and Chief Executive Officer. The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Company for the Board to make a determination in this manner.

***L. Meetings of the Board***

The Chairman of the Board will establish the agenda for each Board meeting. At the beginning of the year, the Chairman of the Board will establish a schedule of agenda subjects to be discussed during the year (to the degree this can be foreseen). Each director is free to suggest the inclusion of items on the agenda. Each director is free to raise at any Board meeting subjects that are not on the agenda for that meeting.

***M. Director Orientation and Continuing Education***

The Nominating and Corporate Governance Committee is responsible for developing and annually evaluating an orientation and continuing education program for directors, and for making appropriate recommendations for final Board action regarding this program.

#### ***N. Board Member Attendance at the Annual Meetings of Stockholders***

Directors are encouraged to attend the Company's annual meeting of stockholders.

#### ***O. Stockholder Communications with Directors***

The Board welcomes communications from the Company's stockholders and other interested parties. Stockholders and any other interested parties may send communications to the Board, any committee of the Board, the Chairman of the Board, the Lead Director or any other director in particular to the attention of the Company's Secretary at:

**Sunnova Energy International Inc.  
20 East Greenway Plaza, Suite 540  
Houston, TX 77046**

Stockholders and any other interested parties should mark the envelope containing each communication as "Stockholder Communication with Directors" and clearly identify the intended recipient(s) of the communication. The Company's Secretary will review each communication received from stockholders and other interested parties and will forward the communication, as expeditiously as reasonably practicable, to the addressees if: (1) the communication complies with the requirements of any applicable policy adopted by the Board relating to the subject matter of the communication; and (2) the communication falls within the scope of matters generally considered by the Board. To the extent the subject matter of a communication relates to matters that have been delegated by the Board to a committee or to an executive officer of the Company, then the Company's Secretary may forward the communication to the executive officer or chair of the committee to which the matter has been delegated. The acceptance and forwarding of communications to the members of the Board or an executive officer does not imply or create any fiduciary duty of the Board members or executive officer to the person submitting the communications.

## **II. Committees of the Board of Directors**

### ***A. Committees***

The Board will have at all times have three standing committees: an Audit Committee, a Nominating and Corporate Governance Committee and a Compensation Committee. However, the Board may, from time to time, establish and maintain additional committees as necessary or appropriate. Committee members will be appointed by the Board upon recommendation of the Nominating and Corporate Governance Committee, with consideration given to the desires of individual directors.

All of the members of the respective standing committee must satisfy the independence and experience requirements of the NYSE.

Each year, the Nominating and Corporate Governance Committee will determine whether or not each director is independent, disinterested, and a non-employee or outside director under the standards applicable to the committees on which such director is serving or may serve, and will report the results of its review to the Board. The Board will then determine which directors qualify as independent, disinterested, non-employee or outside directors under applicable standards.

***B. Committee Charters***

Each committee will have its own charter. The charters will set forth the authority and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance.

***C. Committee Meetings***

The Chair of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chair of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. At the beginning of the year, the Chair of each committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). Committee members are free to suggest the inclusion of items on the agenda and are free to raise at any committee meeting subjects that are not on the agenda for that meeting.

***D. Annual Performance Evaluation of the Committees***

Each year, the Nominating and Corporate Governance Committee will lead the Board in the annual performance review of the Board's committees. As part of this process, the Nominating and Corporate Governance Committee will request that the Chair of each committee report to the full Board about the committee's annual evaluation of its performance and evaluation of its charter following the end of each fiscal year.

#### ***E. Committee Reports to the Board***

Reports on each committee meeting shall be made to the full Board by the Chair of each committee as deemed appropriate by the Chairman of the Board. All directors shall receive copies of each committee's agenda and meeting materials and are free to attend any committee meeting for committees on which they do not serve.

#### ***F. Risk Management***

The Board should understand the principal risks associated with the Company's business. It is the responsibility of management to keep the Board informed of these changing risks on a timely basis. It is important that the Board oversee the key risk decisions of management, which includes comprehending the appropriate balance between risk and reward. The Board reserves oversight of the major risks facing the Company and has delegated risk oversight responsibility as follows: the Audit Committee oversees risks relating to financial matters, financial reporting and auditing, and cybersecurity; the Compensation Committee oversees risks relating to the design and implementation of the Company's compensation and other human resources policies and procedures; and the Nominating and Corporate Governance Committee evaluates potential conflicts of interest and independence of directors and develops corporate governance principles.

### **III. Director Access to Independent Advisors and Management**

The Board and each committee have the power to hire independent legal, financial or other experts and advisors as each may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company.

The Board welcomes regular attendance at each Board meeting of executive officers of the Company.

### **IV. Management Evaluation and Succession Planning**

Each year, the Compensation Committee will lead the Board in the annual performance review of the Company's management, including its Chief Executive Officer.

The Board will meet annually on succession planning. The Chief Executive Officer shall assess members of management and their potential to succeed him or her and shall

make available his or her recommendations and evaluations of potential successors to the Board, along with a review of any development plans recommended for such individuals.

## **V. Review of Guidelines and Policies**

At least annually, the Nominating and Corporate Governance Committee will review and reassess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval. In addition, the Nominating and Corporate Governance Committee will consider any other corporate nominating and corporate governance issues that arise from time to time and will develop appropriate recommendations for the Board. The Audit Committee will review management's monitoring of the Company's compliance programs, Code of Conduct and other ethics policies, including a report of violations and waivers of the various ethics policies.

## **VI. Posting Requirement**

The Company shall post these Guidelines, the charters of each Board committee and the Company's Code of Conduct and the Code of Ethics for the CEO and Senior Financial Officers on the Company's website as required by applicable rules and regulations. In addition, the Company shall disclose in its proxy statement for its annual meeting of stockholders or, if the Company does not file a proxy statement, in its Annual Report on Form 10-K, that a copy of each document is available on the Company's website and provide the website address.