

CHARTER OF THE COMPENSATION COMMITTEE
OF
SUNNOVA ENERGY INTERNATIONAL INC.

Membership

The Compensation Committee (the “Committee”) of the board of directors (the “Board”) of Sunnova Energy International Inc. (the “Company”) shall consist of two or more directors who are not then officers or employees of the Company.

Each member of the Committee shall be independent in accordance with the rules of the New York Stock Exchange and any relevant rules and regulations promulgated by the Securities and Exchange Commission, when applicable, and as determined by the Board in its business judgment. Each member of the committee must qualify as a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

The members of the Committee shall be appointed by the Board and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

Purpose

The purpose of the Committee is to carry out the responsibilities delegated by the Board relating to the oversight responsibilities relating to the compensation of directors, officers and employees of the Company.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

Chief Executive Officer Performance and Compensation

To review and approve annually the corporate goals and objectives applicable to the compensation of the chief executive officer (“CEO”), evaluate at least annually the CEO’s performance in light of those goals and objectives, and determine and make recommendations to the independent directors regarding the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee may consider the Company’s performance and relative stockholder return, the value of similar incentive awards given to CEOs at comparable companies and the awards given to the Company’s CEO in past years. The CEO cannot be present during any voting or deliberations by the Committee on his or her compensation. *Management and Employee Compensation*

To review and approve the compensation of all other executive officers and to review the Company’s salaried and management compensation practices, including the methodologies for setting employee and officer salaries.

Stock Incentive Plans

To review and make recommendations to the Board regarding incentive compensation plans and equity-based plans, and where appropriate or required, recommend for approval by the stockholders of the Company, which includes the ability to adopt, amend and terminate such plans. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan.

Compensation Plans and Programs

To review, approve and, when appropriate, recommend to the Board for approval, all employee benefit plans for the Company, which includes the ability to adopt, amend and terminate such plans.

Director Compensation

To review all director compensation and benefits for service on the Board and Board committees at least once a year and to recommend any changes to the Board as necessary.

Risk Assessment

To review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, to review and discuss at least annually the relationship between risk management policies and practices and compensation, and to evaluate compensation policies and practices that could mitigate any such risk.

Succession Planning

To lead the Board in the annual performance review of the Company's management, including its CEO, and to lead the annual review of the management succession plan with the CEO, perform an annual review of the CEO's assessment of management and their potential to succeed him or her and review any development plans recommended for such individuals.

Other

To review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A"), recommend that the CD&A be included in the Company's annual report on Form 10-K or proxy statement, and produce the compensation committee report on executive officer compensation required to be included in the Company's proxy statement or annual report on Form 10-K.

To review and recommend to the Board the Company's policy relating to the clawback of compensation as applied to executive and other Company incentive programs and to oversee the Company's clawback of compensation under such policy.

To determine stock ownership guidelines for the CEO and other executive officers and monitor compliance with such guidelines.

To review, and approve and, when appropriate, recommend to the Board for approval, any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for the CEO and other executive officers, which includes the ability to adopt, amend and terminate such agreements, arrangements or plans.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant, outside legal counsel or other advisor as the Committee deems necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, and oversee the work, of any such compensation consultant, outside legal counsel or other advisor. The Company shall provide appropriate funding, as determined by the Committee, for the payment of compensation to any compensation consultants, outside legal counsel and any other advisors employed by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the factors specified in the rules of the New York Stock Exchange. 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 the 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 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.

Structure and Operations

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members of management being present, and in all cases the CEO and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined. The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Performance Evaluation

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

Adopted on July 28, 2020.