

CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

OF

SUNNOVA ENERGY INTERNATIONAL INC.

Membership

The Nominating and Corporate Governance Committee (the “Committee”) of the board of directors (the “Board”) of Sunnova Energy International Inc. (the “Company”) shall consist of two or more directors. Each member of the Committee shall be independent in accordance with the rules of the New York Stock Exchange or any relevant rules and regulations promulgated by the Securities and Exchange Commission. No member of the Committee shall have a relationship to the Company that may interfere with the exercise of his or her independent judgment.

The members of the Committee shall be appointed by the Board. The members of the Committee 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 Company's director nominations process and procedures, developing and maintaining the Company's corporate governance policies, overseeing the Company's Environmental, Social and Governance (“ESG”) practices and any matters related to the foregoing required by federal securities laws.

Duties and Responsibilities

The Committee shall have the following authority and responsibilities:

Director Matters

To determine the qualifications, qualities, skills and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director (the “Director Criteria”). The Committee will identify and screen individuals qualified to become members of the Board, consistent with the Director Criteria. The Committee shall consider any director candidates recommended by the Company's stockholders pursuant to the procedures described in the Company's proxy statement.

To make recommendations to the Board regarding the selection and approval of the nominees for director to be submitted to a stockholder vote at the annual meeting of stockholders.

To review the Board's committee structure and composition and to make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chairpersons annually.

If a vacancy on the Board and/or any Board committee occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.

To develop and oversee a Company orientation program for new directors and any continuing education program for current directors, periodically review these programs and update them as necessary.

To review any director resignation letter tendered in accordance with the Company's director resignation policy set out in the Company's corporate governance guidelines and evaluate and recommend to the Board whether such resignation should be accepted.

Corporate Governance Guidelines and Practices

To develop and recommend to the Board for approval Corporate Governance Guidelines applicable to the Company. The Committee shall, from time to time as it deems appropriate but at least annually, review and reassess the adequacy of such Guidelines and recommend and propose changes to the Board for approval.

To oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.

Board Evaluation

To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.

ESG Oversight

To oversee the Company's ESG practices and procedures, including assisting in identifying best practices and providing guidance to the Company's officers on the Company's ESG efforts. In this role, the Committee shall oversee developing sustainable and socially responsible practices; assess, monitor and manage the Company's ESG risks and opportunities; encourage the integration of strategically significant ESG issues into the Company's business strategy; and provide input and oversee the Company's ESG impact report and key ESG messages to investors and other stakeholders in the context of long-term value creation.

Related Party Transactions

To develop and recommend to the Board for approval a Company policy on approval of related party transactions, review and approve any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) in accordance with such policy once developed and approved, and to provide a summary of such transactions, including their terms, structure and business purpose and the Committee's approval decision to the Audit Committee.

Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as 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 the director search firm. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel, an executive search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its outside counsel, the executive search firm and any other advisors. The Company shall provide appropriate funding, as determined by the Committee, for the payment of compensation to any search consultants, outside 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.

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 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