

SUNNOVA ENERGY INTERNATIONAL INC.

INCENTIVE COMPENSATION CLAWBACK POLICY

I. Purpose

The Board of Directors of Sunnova Energy International Inc. (the “Company”) believes it is the best interests of the Company and its stockholders to emphasize integrity and accountability that reinforces the Company’s pay for performance compensation philosophy. Consistent with good corporate governance principles, the Board has adopted this policy which provides for the “clawback” of certain incentive compensation provided to “Covered Persons” (as hereinafter defined) in the event of (i) an accounting restatement resulting from material noncompliance with financial reporting requirements under the federal securities laws or (ii) a Covered Person engaging in any unlawful activity, fraud or intentional or willful misconduct detrimental to the Company, including any violation of Company policy.

II. Scope

This policy applies to the Company’s executive officers, as designated from time to time by the Board of Directors, and other employees or consultants designated by the Compensation Committee (each, together with the executive officers, a “Covered Person”) including any individual who receives an award of Incentive Compensation (as hereinafter defined) that provides for application of clawback provisions, and covers all Incentive Compensation (as hereinafter defined) awarded or paid commencing in March 2020. Incentive Compensation includes: any annual cash incentive or bonus payments the award of which is based on the achievement of financial or operational metrics, including any restricted stock units provided in lieu of cash bonus; stock options; restricted stock units; and performance-based stock units.

III. Policy

With respect to Incentive Compensation granted or paid to a Covered Person commencing in March 2020, the Compensation Committee of the Board of Directors (the “Committee”) shall have the right, in its sole discretion, to require the forfeiture of, or to seek the recoupment of, all or any portion of the value of or proceeds from such Incentive Compensation or gains on the sale of Company stock in the event of:

1. A significant or material restatement of the Company’s financial statements, other than to comply with changes in applicable accounting rules and regulations, covering any of the three fiscal years preceding the grant, payment, vesting or settlement of the Incentive Compensation. Forfeiture or recoupment may be sought from any Covered Person in an amount determined by the Committee where payment of any such Incentive Compensation was predicated upon the achievement of specified financial results which are revised as a result of such restatement such that such Incentive Compensation would not have been earned or would have been earned at a lower amount. The amount of any clawback under this subsection shall not exceed the portion of any applicable bonus paid or restricted stock units granted in lieu of bonus or performance-based stock units settled

that is in excess of the amount of Incentive Compensation that would have been paid, settled or granted based on the actual restated financial statements or actual level of financial, operational or performance metrics as determined by the Committee in its sole discretion.

2. A significant or material restatement of the Company's financial statements which the Committee determines, in its sole discretion, results from or is contributed to by the unlawful activity, fraud, or intentional or willful misconduct of the Covered Person in any of the three fiscal years preceding the grant, payment, vesting or settlement of the Incentive Compensation. Forfeiture or recoupment may be sought from a Covered Person whose misconduct gave rise to or contributed to the restatement in an amount determined by the Committee, in its sole discretion, including recoupment of gains on the sale of Company stock in such three year period.
3. Unlawful activity, fraud or intentional or willful misconduct by any Covered Person which is detrimental to the Company, including any violation of Company policy by a Covered Person. Forfeiture or recoupment of Incentive Compensation awarded or received during the twelve-month period following the commission of such misconduct or violation of policy may be sought from any Covered Person who engaged in such misconduct or violation of policy in an amount determined by the Committee in its sole discretion.

The Committee may also seek the clawback of Incentive Compensation paid or awarded to a Covered Person following termination of employment of the Covered Person provided the above requirements are satisfied.

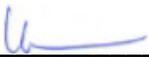
Any clawback under this policy may be made from any of the following sources: (i) direct reimbursement from the Covered Person; (ii) deduction from salary, wages and/or future grants, payments or awards of Incentive Compensation to the Covered Person; (iii) cancellation or forfeiture of any cash bonus opportunity, or (iv) cancellation or forfeiture of any vested or unvested restricted stock units, performance-based stock units or any other share-based or option-based incentive awards held by the Covered Person.

IV. Responsibility

The Board has delegated the administration of this policy to the Committee. The Committee is responsible for monitoring the application of this policy with respect to all Covered Persons. The Committee shall have the sole authority to review, amend, interpret, construe and implement, suspend or cancel the provisions of this policy and to delegate to one or more executive officers and/or employees certain administrative and record-keeping responsibilities, as appropriate, with respect to the implementation of this policy

V. Approvals

Approved this 28 day of July, 2020.



General Counsel