



*Code of Ethics for CEO and Senior  
Financial Officers  
Effective Date: July 10, 2019  
Supersedes: N/A  
Responsibility: General Counsel  
Approval: General Counsel  
Document Number: GC – POL – 0011*

**SECTION: Legal**

**SUBJECT: Code of Ethics for the CEO and Senior Financial Officers**

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This Code of Ethics applies to the Chief Executive Officer, the Chief Financial Officer (or other principal financial officer), Chief Accounting Officer (or other principal accounting officer), the Controller and other senior financial officers (collectively, the "Officers") of Sunnova Energy International Inc. and its subsidiaries (collectively, the "Company"). Our Officers hold important and elevated roles in the corporate governance of the Company and are vested with both the responsibility and authority to protect, balance and preserve the interests of the Company, including the interests of shareholders, clients, employees, vendors and citizens of the communities in which the Company conducts business. Our Officers fulfill this responsibility by complying with and enforcing the Company's policies and procedures, including the Code of Conduct and Anti-Corruption Policy.

### **Honest and Ethical Conduct**

Each Officer must act with the highest standards of honest and ethical conduct in fulfilling his or her duties and responsibilities, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

### **Full Disclosure**

It is of critical importance that the Company's governmental filings and public disclosures be accurate and timely. Each Officer is responsible for ensuring full, fair, accurate, timely and understandable disclosures in reports and documents filed with or furnished to governmental authorities and in other public communications made by the Company.

### **Compliance with Applicable Laws, Rules and Regulations**

Each Officer is required to comply with and monitor the compliance of other employees with all applicable laws and regulations. Violations of this Code may result in disciplinary action up to and including dismissal from employment when deemed appropriate.

### **Reporting Violations**

If any Officer, director or employee believes in good faith or becomes aware of deviations in practice from this Code or the other policies and procedures of the Company governing honest and ethical behavior, he or she must promptly inform the General Counsel or the Company's Audit Committee in accordance with the Company's Whistleblower Policy. No Officer will engage in or participate in retaliation against

employees who in good faith submit reports of actual or suspected violations of this Code, illegal or unethical conduct, or accounting and auditing irregularities.

### **Waivers**

Any waivers of or exception to this Code for Officers may only be made by the Board of Directors in writing. All waivers or exceptions will be promptly disclosed as required by law.

### **General**

This Code is subject to all applicable laws and regulations. Nothing in this Code is intended to require any action contrary to law. In the event this Code conflicts with any law, Officers must comply with the law. Nothing in this Code is intended or will be considered to (1) to amend the Certificate of Incorporation or By-laws of the Company; (2) change the legal duties imposed on the Officers under applicable laws and regulations; (3) expand the liabilities of Officers beyond applicable laws; or (4) affect any rights available to Officers under applicable laws, the Certificate of Incorporation and By-laws, or any agreement between the Company and any Officer relating to indemnification.

The Company has existing policies and procedures, including the Company's Code of Conduct, which apply to all employees, including the Officers. This Code is intended to supplement, but not replace, the existing policies and procedures of the Company.

### **Approvals**

Approved this 10th day of July, 2019.



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General Counsel