

**Report of Organizational Actions
 Affecting Basis of Securities**

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name TerraForm Power, Inc.		2 Issuer's employer identification number (EIN) 46-4780940	
3 Name of contact for additional information Toon Moles, Senior Tax Director	4 Telephone No. of contact (240) 762-7700	5 Email address of contact tmols@terraform.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 7550 Wisconsin Ave, 9th Floor		7 City, town, or post office, state, and Zip code of contact Bethesda, MD 20814	
8 Date of action October 16, 2017	9 Classification and description Common Stock Class A		
10 CUSIP number 88104R100	11 Serial number(s) N/A	12 Ticker symbol TERP	13 Account number(s) N/A

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **TerraForm Power, Inc. made a special distribution to the holders of its Class A Common Stock immediately prior to the merger with Brookfield Holdco, an affiliate of Brookfield Asset Management, Inc.**

October 16, 2017 \$1.94/share

The entire distribution is a non-taxable distribution of capital. Should a shareholder elect to receive cash in exchange for his or her Class A Common Stock, the resulting gain or loss would be the difference between the cash received and the shareholder's tax basis reduced by the special distribution made prior to the merger.

For more information we refer to the TerraForm Power website: <http://www.terraformpower.com> and more specifically to the tax consequences section on page 109 in the merger proxy that can be found in the investor section.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **The special distribution is to be treated as a return of capital. The portion of the distribution that constitutes a return of capital will decrease the shareholder's basis in their TerraForm Power, Inc. Class A Common Stock.**

Date of Distribution	Distribution per Share	Return of Capital per Share
October 16, 2017	\$1.94	\$1.94

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **TerraForm Power, Inc. had no current or accumulated earnings and profits as of December 31, 2017. The special distribution made on October 16, 2017 is a non-taxable return of capital, reducing the basis of each Class A Common Stock share by the amount of the distribution.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ 301(c)(2)

18 Can any resulting loss be recognized? ▶ No

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The distribution being reported was made during 2017; consequently the reporting year is 2017. Stockholders should consult with their Tax Advisor to determine how they should treat the return of capital distribution they received during 2017 as it relates to their individual circumstances.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here Signature ▶  Date ▶ 11/27/2017

Print your name ▶ Toon Moles Title ▶ Senior Tax Director

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>Les Andrews</u>		<u>11/27/2017</u>		<u>P01339330</u>
	Firm's name ▶ <u>True Partners Consulting, LLC</u>	Firm's EIN ▶ <u>20-3795985</u>		Phone no. <u>(312) 235-3300</u>	
	Firm's address ▶ <u>225 W Wacker Dr, Suite 1600 Chicago, IL 60606</u>				