



Agenda  
2015 Annual Meeting of Stockholders  
June 2, 2015

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1. Welcome and Call to Order
2. Introductions
  - a. Introduction of Directors
  - b. Introduction of Management
  - c. Introduction of KPMG personnel available
  - d. Introduction of Inspector of Election
3. Declaration of Quorum/Filing of Affidavit of Mailing of Notice of Meeting
4. Election of Directors (Messrs. Chatila, Domenech, Wuebbels, Dahia, Florian, Lerdal, Truong, Perez and Tesoriere as Directors (term expiring in 2016))
5. Ratification of the Selection of KPMG LLP as the Company's Independent Registered Public Accounting Firm for the Year Ending December 31, 2015
6. Voting Procedures Explained
7. Results of Voting (including voting by ballots)
8. Adjournment of Formal Portion of Stockholders Meeting
9. Question-and-Answer Period



## **RULES OF CONDUCT AND MEETING PARTICIPATION INSTRUCTIONS**

1. All shareholders are invited to attend our first Annual Meeting. The meeting will be a virtual meeting. If you would like to attend the virtual meeting, please go to <http://www.virtualshareholdermeeting.com/TERP> 10 minutes prior to the meeting start. Shareholders as of the record date (April 14, 2015) may login by entering the 12-digit control number sent to them previously. The meeting will begin at 9:00 a.m. Eastern Time.
2. While shareholders are encouraged to vote in advance of the meeting, they may also vote, or change their prior votes, via the website (once properly logged in) during the virtual Annual Meeting until the Secretary has announced that the polls have closed.
3. Recording of this meeting is prohibited. A webcast playback will be available at <http://www.virtualshareholdermeeting.com/TERP> starting 24 hours after the conclusion of this meeting. The webcast playback will be available for one year.
4. Only shareholders as of the record date who have properly logged into the meeting website are permitted to ask questions at the meeting. Questions may be asked by typing in the box provided on the website.
5. The business of the meeting will be taken up as set forth in the Agenda.
6. If a shareholder has a question or comment that is not related to a meeting proposal, an opportunity to present these questions and comments will be provided during the Questions and Answers segment following the adjournment of the formal portion of the meeting.
7. A shareholder will be permitted to submit as many questions as they desire; however, they may not all be answered.
8. If there are any matters of individual concern to a shareholder, please email the question to [bprior@terraform.com](mailto:bprior@terraform.com).