

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SAN MATEO

In re SUNRUN INC. SHAREHOLDER LITIGATION
This Document Relates To: ALL ACTIONS.

Lead Case No. CIV538215

CLASS ACTION

Assigned to: Hon. Marie S. Weiner

NOTICE OF PROPOSED SETTLEMENT OF CLASS ACTION

TO: ALL PERSONS THAT PURCHASED OR OTHERWISE ACQUIRED SUNRUN INC. (“SUNRUN” OR THE “COMPANY”) COMMON STOCK BEFORE FEBRUARY 1, 2016 PURSUANT OR TRACEABLE TO THE COMPANY’S REGISTRATION STATEMENT AND PROSPECTUS ISSUED IN CONNECTION WITH SUNRUN’S AUGUST 5, 2015 INITIAL PUBLIC OFFERING (“IPO”) (“CLASS” OR “CLASS MEMBERS”)

IN ORDER TO QUALIFY FOR A SETTLEMENT PAYMENT, YOU MUST TIMELY SUBMIT A PROOF OF CLAIM AND RELEASE FORM (“PROOF OF CLAIM”) BY JANUARY 3, 2019.

THIS NOTICE WAS AUTHORIZED BY THE COURT. IT IS NOT A LAWYER SOLICITATION. PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY.

WHY SHOULD I READ THIS NOTICE?

This Notice is given pursuant to an order issued by the Superior Court of California, County of San Mateo (the “Court”). This Notice serves to inform you of the proposed settlement of the above-captioned class action lawsuit (the “Settlement”) and the hearing (the “Settlement Fairness Hearing”) to be held by the Court to consider the fairness, reasonableness, and adequacy of the Settlement, as set forth in the Stipulation of Settlement dated August 23, 2018 (the “Stipulation”), by and between Plaintiffs Jeffrey L. Pytel and Jackie L. Nunez (“Plaintiffs”), on behalf of themselves and the Class, and Defendants Sunrun, Lynn Jurich, Bob Komin, Edward Fenster, Jameson McJunkin, Gerald Risk, Steve Vassallo, Richard Wong, Credit Suisse Securities (USA) LLC, Goldman Sachs & Co. LLC (f/k/a Goldman, Sachs & Co.), Morgan Stanley & Co. LLC, Merrill Lynch, Pierce Fenner & Smith Incorporated, RBC Capital Markets, LLC, KeyBanc Capital Markets Inc., SunTrust Robinson Humphrey, Inc., Foundation Capital VI, L.P. and Foundation Capital Management Co. VI, LLC.¹

This Notice is intended to inform you how this lawsuit and proposed Settlement may affect your rights and what steps you may take in relation to it. This Notice is NOT an expression of any opinion by the Court as to the merits of the claims or defenses asserted in the lawsuit or whether the Defendants engaged in any wrongdoing.

¹ The Stipulation can be viewed and/or downloaded at www.SunrunSecuritiesLitigation.com. All capitalized terms used herein have the same meaning as the terms defined in the Stipulation.

I. THE ALLEGATIONS

Sunrun is a provider of residential solar electricity. This Action alleges, among other things, that Defendants misrepresented and omitted material facts in the registration statements for the IPO concerning Sunrun's core business model, including a planned exit from the key market of Nevada, a growth plan based on unrealistic sales quotas and questionable sales practices, cancellations in several of the Company's major markets, and the deterioration of the Company's profitable relationship with Costco. Defendants deny all of Plaintiffs' allegations.

THE COURT HAS NOT RULED AS TO WHETHER DEFENDANTS ARE LIABLE TO PLAINTIFFS OR TO THE CLASS. THIS NOTICE IS NOT INTENDED TO BE AN EXPRESSION OF ANY OPINION BY THE COURT WITH RESPECT TO THE TRUTH OF THE ALLEGATIONS IN THIS ACTION OR THE MERITS OF THE CLAIMS OR DEFENSES ASSERTED. THIS NOTICE IS SOLELY TO ADVISE YOU OF THE PROPOSED SETTLEMENT OF THIS ACTION AND YOUR RIGHTS IN CONNECTION WITH THAT SETTLEMENT.

II. PROCEDURAL HISTORY

The initial complaint was filed on April 13, 2016. Several other complaints were filed thereafter. Defendants removed the action to federal court, and upon motion by Plaintiffs, the litigation was remanded to the Court.

On October 17, 2016, Plaintiffs filed their Consolidated Complaint for Violations of the Federal Securities Laws. On November 14, 2016, Defendants filed a demurrer to that complaint. Plaintiffs opposed the demurrer on December 7, 2016. On January 13, 2017, the Court held a hearing on the demurrer and thereafter issued an order overruling the Sunrun Defendants' and Underwriter Defendants' demurrers, and granted Plaintiffs leave to amend their claims against the Venture Capital Defendants.

On April 4, 2017, Plaintiffs filed the Amended Consolidated Complaint for Violations of the Federal Securities Laws (the "FAC"). The Venture Capital Defendants filed their demurrer to the FAC on April 24, 2017. Plaintiffs filed their opposition on May 8, 2017, and following oral argument, the Court overruled the Venture Capital Defendants' demurrers, except with respect to William Elmore, the co-founder of Foundation Capital.

Defendants made numerous motions to stay the Action in the Court, the California Court of Appeals, and the United States District Court for the Northern District of California. Each of those motions was opposed by Plaintiffs and denied. Defendants also twice moved for judgment on the pleadings. Those motions were opposed by Plaintiffs and denied by the Court.

On July 19, 2017, Plaintiffs moved for class certification. Defendants served discovery on Plaintiffs and took their depositions, and thereafter opposed the motion. Following oral argument, on December 29, 2017, the Court issued an order certifying the Class. The Court also certified a Subclass of Sunrun common stock purchasers who purchased directly in the IPO. On January 19, 2018, the Court entered an Order for issuance of notice to the Class and Subclass of pendency of class action, including, among other things, clarifying language regarding the Class and Subclass.

The Parties engaged in extensive fact discovery, ultimately resulting in the production of over one million pages of documents by Defendants and third parties. The Parties also conducted a number of depositions, and were scheduling the remaining depositions to take place if settlement had not been reached.

In an effort to conserve judicial resources and attempt to settle the Action, the Sunrun Defendants and Plaintiffs engaged the services of the Hon. Daniel Weinstein (Ret.), a nationally recognized mediator. There was an exchange of detailed mediation statements and a full-day in-person mediation with Judge Weinstein on May 4, 2018. Although mediation was carried out in good faith, no agreement was reached and litigation continued. The negotiations continued through Judge Weinstein, and on July 8, 2018, Judge Weinstein's Mediator's Proposal to settle the Action on the terms set forth herein was accepted, subject to the negotiations of a Stipulation of Settlement and approval by the Court. The Stipulation (together with the exhibits thereto) reflects the final and binding agreement between the Parties.

HOW DO I KNOW IF I AM A CLASS MEMBER?

If you purchased or acquired Sunrun common stock before February 1, 2016 pursuant or traceable to the Registration Statement and Prospectus in connection with the Company's IPO, you are a Class Member. As set forth in the Stipulation, excluded from the Class are: Defendants and members of their immediate families, the officers and directors of Sunrun and members of their immediate families, and their legal representatives, heirs, successors or assigns, and any entity in which Defendants have a controlling interest. For purposes of clarification, any investment company or pooled investment fund, including, but not limited to, mutual fund families, exchange-traded funds, fund of funds and hedge funds, in which any Underwriter Defendant has or may have a direct or indirect interest, or as to which its affiliates may act as an investment advisor but of which any Underwriter Defendant or any of its respective affiliates is not a majority owner or does not hold a majority beneficial interest shall not be deemed an excluded person or entity.

The Court also certified a Subclass consisting of all persons and entities who purchased Sunrun common stock directly in the August 5, 2015 IPO.

PLEASE NOTE: Receipt of this Notice does not mean that you are a Class Member or that you will be entitled to receive a payment from the Settlement. If you are a Class Member and you wish to be eligible to participate in the distribution of proceeds from the Settlement, you are required to submit the Proof of Claim form that is being distributed with this Notice and the required supporting documentation as set forth therein postmarked or submitted online on or before January 3, 2019.

WHAT IS THE MONETARY VALUE OF THE PROPOSED SETTLEMENT?

The Settlement, if approved, will result in the creation of a cash settlement fund of \$32,000,000 (the "Settlement Fund"). The Settlement Fund, plus accrued interest and minus the costs of this Notice and all costs associated with the administration of the Settlement Fund, as well as attorneys' fees and expenses, and the payment of Plaintiffs' time and expenses in representing the Class, as approved by the Court (the "Net Settlement Fund"), will be distributed to eligible Class Members pursuant to the Plan of Allocation that is described in the next section of this Notice.

WHAT IS THE PROPOSED PLAN OF ALLOCATION?

The objective of the Plan of Allocation is to equitably distribute the Net Settlement Fund among Class Members based on their respective alleged economic losses resulting from the securities law violations alleged in the Action.

The Claims Administrator shall determine each Class Member's share of the Net Settlement Fund based upon the recognized loss formula (the "Recognized Loss") described below. A Recognized Loss will be calculated for each share of Sunrun common stock purchased or otherwise acquired prior to February 1, 2016, pursuant or traceable to the Company's IPO. The calculation of Recognized Loss will depend upon several factors, including when the shares of Sunrun common stock were purchased or otherwise acquired and in what amounts, whether the shares were ever sold, and, if so, when they were sold and for what amounts. The Recognized Loss is not intended to estimate the amount a Class Member might have been able to recover after a trial, nor to estimate the amount that will be paid to Class Members pursuant to the Settlement. The Recognized Loss is the basis upon which the Net Settlement Fund will be proportionately allocated to Class Members.

Your share of the Net Settlement Fund will depend on the number of valid Proof of Claim forms that Class Members send in and how many shares of Sunrun common stock you purchased or otherwise acquired pursuant or traceable to Sunrun's IPO, and whether you sold any of those shares and when you sold them.

The calculation of claims below is not an estimate of the amount you will receive. It is a formula for allocating the Net Settlement Fund among all Authorized Claimants. Furthermore, if any of the formulas set forth below yield an amount less than \$0.00, the claim per share is \$0.00.

PLAN OF ALLOCATION

Claims for the August 2015 Initial Public Offering

Initial Public Offering Price: \$14.00 per share

Closing Price on the date the lawsuit was filed²: \$6.87 per share

A claim will be calculated as follows:

For shares of Sunrun common stock that were purchased or acquired pursuant or traceable to the Company's August 5, 2015 IPO prior to February 1, 2016, and

- (a) sold prior to April 13, 2016, the claim per share is the lesser of (i) the Purchase Price per share less the Sales Price per share, or (ii) \$14.00 less the Sales Price per share; and
- (b) retained at the close of trading on April 12, 2016, or, sold on or after April 13, 2016, the claim per share is the lesser of (i) \$14.00 less \$6.87, or (ii) the Purchase Price per share less the Sales Price per share.

In the event a Class Member has more than one purchase or acquisition or sale of Sunrun common stock prior to February 1, 2016, pursuant or traceable to the Registration Statement and Prospectus for the IPO, all such purchases and sales shall be matched on a First-In, First-Out ("FIFO") basis. Sales will be matched against purchases in chronological order, beginning with the earliest purchase made during the relevant period.

A purchase, acquisition or sale of Sunrun common stock shall be deemed to have occurred on the "contract" or "trade" date as opposed to the "settlement" or "payment" date. All purchase, acquisition and sale prices shall exclude any fees and commissions. The receipt or grant by gift, devise, or operation of law of Sunrun common stock during the Class Period shall not be deemed a purchase, acquisition or sale of Sunrun common stock for the calculation of a claimant's recognized claim nor shall it be deemed an assignment of any claim relating to the purchase or acquisition of such shares unless specifically provided in the instrument of gift or assignment. The receipt of Sunrun common stock during the Class Period in exchange for securities of any other corporation or entity shall not be deemed a purchase, acquisition or sale of Sunrun common stock.

With respect to Sunrun common stock purchased or sold through the exercise of an option, the purchase/sale date of the common stock is the exercise date of the option and the purchase/sale price of the stock is the exercise price of the option. Any recognized claim arising from purchases of Sunrun common stock acquired during the Class Period through the exercise of an option on Sunrun common stock shall be computed as provided for other purchases of Sunrun common stock in the Plan of Allocation.

The total of all profits shall be subtracted from the total of all losses from transactions during the Class Period to determine if a Class Member has a recognized claim. Only if a Class Member had a net market loss, after all profits from transactions in Sunrun common stock during the Class Period are subtracted from all losses, will such Class Member be eligible to receive a distribution from the Net Settlement Fund.

If an Authorized Claimant has an overall market gain, the recognized claim for that Authorized Claimant will be \$0.00. If an Authorized Claimant has an overall market loss, that Authorized Claimant's recognized claim will be limited to the amount of total market loss. The Claims Administrator shall allocate to each Authorized Claimant a *pro rata* share of the Net Settlement Fund based on his, her, or its recognized claim as compared to the total recognized claims of all Authorized Claimants. No distribution shall be made to Authorized Claimants who would otherwise receive a distribution of less than \$10.00.

Distributions will be made to Authorized Claimants after all claims have been processed, after the Court has finally approved the Settlement, and after any appeals are resolved. If there is any balance remaining in the Net Settlement Fund after at least six (6) months from the initial date of distribution of the Net Settlement Fund (whether by reason of tax refunds, uncashed checks, or otherwise), the Claims Administrator shall, if feasible, reallocate such balance among Authorized Claimants in an equitable and economic fashion. These redistributions shall be repeated until the balance remaining in the Net Settlement Fund is no longer economically feasible to distribute to Class Members. Thereafter, any balance which still remains in the Net Settlement Fund shall be donated to the Bay Area Legal Aid.

² Class action complaint filed on April 13, 2016.

Please contact the Claims Administrator or Plaintiffs' Counsel if you disagree with any determinations made by the Claims Administrator regarding your Proof of Claim. If you are dissatisfied with the determinations, you may ask the Court, which retains jurisdiction over all Class Members and the claims administration process, to decide the issue by submitting a written request.

The Court has reserved jurisdiction to allow, disallow, or adjust the claim of any Class Member on equitable grounds.

Payment pursuant to the Plan of Allocation set forth above shall be conclusive against all Authorized Claimants. No Person shall have any claim against Plaintiffs, Plaintiffs' Counsel, any Claims Administrator, any other Person designated by Plaintiffs' Counsel, or any of the Released Parties based on the distributions made substantially in accordance with the Stipulation and the Settlement contained therein, the Plan of Allocation, or further orders of the Court. All Class Members who fail to complete and submit a valid and timely Proof of Claim shall be barred from participating in distributions from the Net Settlement Fund (unless otherwise ordered by the Court), but otherwise shall be bound by all of the terms of the Stipulation, including the terms of any judgment entered and the releases given.

DO I NEED TO CONTACT PLAINTIFFS' COUNSEL IN ORDER TO PARTICIPATE IN DISTRIBUTION OF THE SETTLEMENT FUND?

No. If you have received this Notice and timely submit your Proof of Claim to the designated address, you need not contact Plaintiffs' Counsel. If your address changes, please contact the Claims Administrator at:

Sunrun Shareholder Litigation Settlement
c/o GCG
P.O. Box 10559
Dublin, OH 43017-4521
Telephone: 1-800-601-7495
www.SunrunSecuritiesLitigation.com

THERE WILL BE NO PAYMENTS IF THE STIPULATION IS TERMINATED

The Stipulation may be terminated under several circumstances outlined in it. If the Stipulation is terminated, the Action will proceed as if the Stipulation had not been entered into.

WHAT ARE THE REASONS FOR SETTLEMENT?

The Settlement was reached after highly contested motion practice directed to the proper forum for litigating Plaintiffs' claims and to the sufficiency of Plaintiffs' claims. The parties also litigated a contested motion for class certification, and conducted extensive document and deposition discovery. Nevertheless, the Court has not reached any final decisions in connection with Plaintiffs' claims against Defendants. Instead, Plaintiffs and Defendants have agreed to this Settlement, which was reached with the substantial assistance of Judge Daniel Weinstein, a highly respected former judge with extensive experience in the mediation of complex class actions. In reaching the Settlement, the Parties have avoided the cost, delay and uncertainty of further litigation.

As in any litigation, Plaintiffs and the proposed Class would face an uncertain outcome if they did not agree to the Settlement. The Parties expected that the case could continue for a lengthy period of time and that if Plaintiffs succeeded, Defendants would file appeals that would postpone final resolution of the case. Continuation of the Action against Defendants could result in a judgment greater than this Settlement. Conversely, continuing the case could result in no recovery at all or a recovery that is less than the amount of the Settlement.

Plaintiffs and Plaintiffs' Counsel believe that this Settlement is fair and reasonable to the members of the Class. They have reached this conclusion for several reasons. Specifically, if the Settlement is approved, the Class will receive a certain and immediate monetary recovery. Additionally, Plaintiffs' Counsel believe that the significant and immediate benefits of the Settlement, when weighed against the significant risk, delay and uncertainty of continued litigation, are a very favorable result for the Class.

Questions? Call toll-Free 1-800-601-7495 or visit www.SunrunSecuritiesLitigation.com

WHO REPRESENTS THE CLASS?

The following attorneys are counsel for the Class:

Ellen Gusikoff Stewart, Esq.
ROBBINS GELLER RUDMAN & DOWD LLP
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 800-449-4900

Mark C. Molumphy, Esq.
COTCHETT, PITRE & MCCARTHY, LLP
840 Malcolm Road, Suite 200
Burlingame, CA 94010
Telephone: 650-697-6000

If you have any questions about the Action, or the Settlement, you are entitled to consult with Plaintiffs' Counsel by contacting counsel at the phone numbers listed above.

You may obtain a copy of the Stipulation by contacting the Claims Administrator at:

Sunrun Shareholder Litigation Settlement
c/o GCG
P.O. Box 10559
Dublin, OH 43017-4521
Telephone: 1-800-601-7495
www.SunrunSecuritiesLitigation.com

HOW WILL THE PLAINTIFFS' LAWYERS BE PAID?

Lead Counsel will file a motion for an award of attorneys' fees and expenses that will be considered at the Settlement Fairness Hearing. Lead Counsel will apply for an attorneys' fee award for Plaintiffs' Counsel in the amount of up to 33-1/3% of the Settlement Fund, plus payment of Lead Counsel's expenses incurred in connection with this Action in an amount not to exceed \$550,000. In addition, each of the Plaintiffs may seek reimbursement of up to \$18,000 for their time and expenses (including lost wages) incurred in representing the Class. Such sums as may be approved by the Court will be paid from the Settlement Fund. Class Members are not personally liable for any such fees or expenses.

The attorneys' fees and expenses requested will be the only payment to Plaintiffs' Counsel for their efforts in achieving this Settlement and for their risk in undertaking this representation on a wholly contingent basis. The fees requested will compensate Plaintiffs' Counsel for their work in achieving the Settlement. The Court will decide what constitutes a reasonable fee award and may award less than the amount requested by Plaintiffs' Counsel.

CAN I EXCLUDE MYSELF FROM THE SETTLEMENT?

If you do not want to receive a payment from this Settlement, or you want to keep the right to sue or continue to sue Defendants on your own about the legal issues in this case, then you must take steps to get out of the Class. This is called excluding yourself from, or "opting out" of, the Class. If you are requesting exclusion because you want to bring your own lawsuit based on the matters alleged in this Action, you may want to consult an attorney and discuss whether any individual claim that you may wish to pursue would be time-barred by the applicable statutes of limitation or repose.

To exclude yourself from the Class, you must send a signed letter by mail saying that you want to be excluded from the Class in the following Action: *In re Sunrun Inc. Shareholder Litigation*, Lead Case No. CIV538215. Be sure to include your name, address, telephone number, and the date(s), price(s), and number(s) of shares of the common stock that you purchased or acquired during the Class Period (August 5, 2015 to February 1, 2016). Your exclusion request must be **postmarked no later than December 4, 2018**, and sent to the Claims Administrator at:

Sunrun Shareholder Litigation Settlement
c/o GCG
P.O. Box 10559
Dublin, OH 43017-4521

You cannot exclude yourself by phone or by e-mail. If you make a proper request for exclusion, you will not receive a settlement payment, and you cannot object to the Settlement. If you make a proper request for exclusion, you will not be legally bound by anything that happens in this lawsuit.

Questions? Call toll-Free 1-800-601-7495 or visit www.SunrunSecuritiesLitigation.com

IF YOU SUBMITTED A REQUEST FOR EXCLUSION IN CONNECTION WITH THE NOTICE OF PENDENCY OF CLASS ACTION THAT YOU RECEIVED EARLIER THIS YEAR, YOU NEED NOT DO SO AGAIN.

CAN I OBJECT TO THE SETTLEMENT, THE REQUESTED ATTORNEYS' FEES, THE REQUESTED PAYMENT OF COSTS AND EXPENSES AND/OR THE PLAN OF ALLOCATION?

Yes. If you are a Class Member, you may object to the terms of the Settlement. Whether or not you object to the terms of the Settlement, you may also object to the requested attorneys' fees, costs and expenses, the service awards to Plaintiffs and/or the Plan of Allocation. In order for any objection to be considered, you must file a written statement, accompanied by proof of Class membership, with the Court and send a copy to Plaintiffs' Counsel and the Sunrun Defendants' Counsel, at the addresses listed below **by December 4, 2018**. The Court's address is Superior Court of San Mateo, Hall of Justice and Records, 400 County Center, Redwood City, CA 94063; Plaintiffs' Counsel's addresses are Robbins Geller Rudman & Dowd LLP, 655 West Broadway, Suite 1900, San Diego, CA 92101, c/o Ellen Gusikoff Stewart and Cotchett, Pitre & McCarthy, LLP, 840 Malcolm Road, Suite 200, Burlingame, CA 94010, c/o Mark C. Molumphy; and Sunrun Defendants' Counsel's address is Fenwick & West LLP, 555 California Street, 12th Floor, San Francisco, CA 94104, c/o Susan Samuels Muck. Attendance at the Settlement Fairness Hearing is not necessary; however, persons wishing to be heard orally at the Settlement Fairness Hearing are required to indicate in their written objection their intention to appear at the hearing and identify any witnesses they may call to testify and exhibits, if any, they intend to introduce into evidence.

WHAT IS THE DIFFERENCE BETWEEN OBJECTING AND EXCLUDING MYSELF FROM THE SETTLEMENT?

Objecting is telling the Court that you do not like something about the proposed Settlement, the Plan of Allocation, or Plaintiffs' Counsel's request for an award of attorneys' fees and expenses. You can object only if you stay in the Class. Excluding yourself is telling the Court that you do not want to be part of the Class. If you exclude yourself, you have no basis to object because the case no longer applies to you.

WHAT ARE MY RIGHTS AND OBLIGATIONS UNDER THE SETTLEMENT?

If you are a Class Member and you do not exclude yourself from the Class, you may receive the benefit of, and you will be bound by, the terms of the Settlement described in this Notice, upon approval by the Court.

HOW CAN I GET A PAYMENT?

In order to qualify for a payment, you must timely complete and return the Proof of Claim form that accompanies this Notice. A Proof of Claim is enclosed with this Notice or it may be downloaded at www.SunrunSecuritiesLitigation.com. Read the instructions carefully; fill out the Proof of Claim form; sign it; and mail or submit it online so that it is **postmarked (if mailed) or received (if submitted online) no later than January 3, 2019**. The Proof of Claim may be submitted online at www.SunrunSecuritiesLitigation.com. If you do not submit a timely Proof of Claim form with all of the required information, you will not receive a payment from the Settlement Fund; however, unless you expressly exclude yourself from the Class as described above, you will still be bound in all other respects by the Settlement, the Final Judgment, and the release contained in them.

WHAT CLAIMS WILL BE RELEASED BY THE SETTLEMENT?

If the Settlement is approved by the Court, the Court will enter a Final Judgment. If the Final Judgment becomes effective pursuant to the terms of the Stipulation, all Class Members shall be deemed to have, and by operation of the Final Judgment shall have, fully, finally, and forever released, relinquished, and discharged any and all of the Released Parties from all Settled Claims.

- "Related Parties" means each of a Defendant's past, present or future direct or indirect parents, subsidiaries, divisions, affiliates or joint ventures, as well as each of their respective present or former directors, officers, employees, partners, members, principals, agents, underwriters, insurers, co-insurers, reinsurers, controlling shareholders, attorneys, accountants, auditors, financial or investment advisors or consultants, banks or investment bankers, personal or legal representatives, predecessors, successors, assigns, spouses, heirs, related or affiliated entities, any entity in which a Defendant has a controlling interest, any member of an Individual Defendant's immediate family, any trust of which any Individual Defendant is the settlor or which is

Questions? Call toll-Free 1-800-601-7495 or visit www.SunrunSecuritiesLitigation.com

for the benefit of any Defendant and/or member(s) of his family, and the legal representatives, heirs, successors in interest or assigns of the Defendants.

- “Released Parties” means Defendants and each and all of their Related Parties.
- “Settled Claims” means all claims, including “Unknown Claims” as defined below, that both (a) arise out of, are based upon, or relate to in any way any of the allegations, acts, transactions, facts, events, matters, occurrences, statements, representations, misrepresentations or omissions involved, set forth, alleged or referred to in this Action, or which could have been alleged in this Action, and (b) arise out of, are based upon, or relate to in any way the purchase, acquisition, or holding of Sunrun common stock purchased or acquired during the Class Period pursuant to or traceable to the Registration Statement and Prospectus issued in connection with Sunrun’s IPO. “Settled Claims” also includes any and all claims arising out of, relating to, or in connection with the Settlement or resolution of the Action against the Released Parties (including Unknown Claims), except claims to enforce any of the terms of the Stipulation.
- “Unknown Claims” means any and all claims and potential claims against Defendants which Plaintiffs or any Class Member or Subclass Member does not know or suspect to exist in his, her, or its favor as of the Effective Date, and any claims against Plaintiffs which Defendants do not know or suspect to exist in their favor, which if known by him, her, or it might have affected his, her, or its decision(s) with respect to the Settlement. With respect to any and all Settled Claims and Settled Defendants’ Claims, the Parties stipulate and agree that by operation of the Final Judgment, upon the Effective Date, the Plaintiffs and Defendants shall have expressly waived, and each Class Member shall be deemed to have waived, and by operation of the Final Judgment shall have expressly waived, the provisions, rights and benefits of Cal. Civ. Code §1542, which provides:

A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR;

and any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States, or principle of common law, which is similar, comparable, or equivalent to Cal. Civ. Code §1542. Plaintiffs, Class Members and Subclass Members may hereafter discover facts in addition to or different from those which he, she, or it now knows or believes to be true with respect to the subject matter of the Settled Claims, but Plaintiffs shall expressly fully, finally, and forever settle and release, and each Class Member and Subclass Member, upon the Effective Date, shall be deemed to have, and by operation of the Final Judgment shall have, fully, finally, and forever settled and released, any and all Settled Claims, known or unknown, suspected or unsuspected, contingent or non-contingent, whether or not concealed or hidden, which now exist, or heretofore have existed, upon any theory of law or equity now existing or coming into existence in the future, including, but not limited to, conduct which is negligent, intentional, with or without malice, or a breach of any duty, law or rule, without regard to the subsequent discovery or existence of such different or additional facts. Plaintiffs and Defendants acknowledge, and Class Members and Subclass Members shall be deemed to have acknowledged, that the inclusion of “Unknown Claims” in the definition of Settled Claims and Settled Defendants’ Claims was separately bargained for and was a key element of the Settlement.

The above description of the proposed Settlement is only a summary. The complete terms are set forth in the Stipulation (including its exhibits), which may be obtained at www.SunrunSecuritiesLitigation.com, or by contacting Plaintiffs’ Counsel listed on Page 6 above.

THE SETTLEMENT FAIRNESS HEARING

The Court will hold a Settlement Fairness Hearing on December 14, 2018 at 11:00 a.m., before the Honorable Marie S. Weiner at the Superior Court of California, County of San Mateo, Department 2, Courtroom 2E, 400 County Center, Redwood City, CA 94063, for the purpose of determining whether: (1) the Settlement as set forth in the Stipulation for \$32,000,000 in cash should be approved by the Court as fair, reasonable and adequate; (2) Final Judgment as provided under the Stipulation should be entered; (3) to award Plaintiffs’ Counsel attorneys’ fees and expenses out of the Settlement Fund; (4) to pay Plaintiffs for their time and expenses (including lost wages) they incurred in representing the Class out of the Settlement Fund; and (5) the Plan of Allocation should be approved by the Court. The Court may adjourn or continue the Settlement Fairness Hearing without further notice to members of the Class.

Questions? Call toll-Free 1-800-601-7495 or visit www.SunrunSecuritiesLitigation.com

Any Class Member may appear at the Settlement Fairness Hearing and be heard on any of the foregoing matters; provided, however, that no such person shall be heard unless his, her, or its objection is made in writing and is filed, together with proof of membership in the Class and with copies of all other papers and briefs to be submitted by him, her, or it to the Court at the Settlement Fairness Hearing, with the Court no later than December 4, 2018, and showing proof of service on the following counsel:

Attorneys for Plaintiffs

Ellen Gusikoff Stewart, Esq.
ROBBINS GELLER RUDMAN & DOWD LLP
655 West Broadway, Suite 1900
San Diego, CA 92101

Mark C. Molumphy
COTCHETT, PITRE & McCARTHY, LLP
840 Malcolm Road, Suite 200
Burlingame, CA 94010

Attorneys for Sunrun Defendants

Susan Samuels Muck
FENWICK & WEST LLP
555 California Street, 12th Floor
San Francisco, CA 94104

Unless otherwise directed by the Court, any Class Member who does not make his, her or its objection in the manner provided shall be deemed to have waived all objections to this Settlement and shall be foreclosed from raising (in this proceeding or on any appeal) any objection and any untimely objection shall be barred.

If you hire an attorney (at your own expense) to represent you for purposes of objecting, your attorney must serve a notice of appearance on counsel listed above and file it with the Court (at the address set out above) by no later than December 4, 2018.

INJUNCTION

The Court has issued an order enjoining all Class Members from instituting, commencing, maintaining or prosecuting any action in any court or tribunal that asserts Settled Claims against any Released Party, pending final determination by the Court of whether the Settlement should be approved.

HOW DO I OBTAIN ADDITIONAL INFORMATION?

This Notice contains only a summary of the terms of the proposed Settlement. The records in this Action may be examined and copied at any time during regular office hours, and subject to customary copying fees, at the Clerk of the Superior Court of California, County of San Mateo. In addition, all of the Settlement documents, including the Stipulation, this Notice, the Proof of Claim form and proposed Final Judgment may be obtained by contacting the Claims Administrator at:

Sunrun Shareholder Litigation Settlement
c/o GCG
P.O. Box 10559
Dublin, OH 43017-4521
E-mail: info@sunrunsecuritieslitigation.com
Telephone: 1-800-601-7495
www.SunrunSecuritiesLitigation.com

In addition, you may contact Rick Nelson, Shareholder Relations, Robbins Geller Rudman & Dowd LLP, 655 W. Broadway, Suite 1900, San Diego, CA 92101, 1-800-449-4900 or Mark C. Molumphy, Cotchett, Pitre & McCarthy, LLP, 840 Malcolm Road, Suite 200, Burlingame, CA 94010, if you have any questions about the Action or the Settlement.

DO NOT WRITE TO OR TELEPHONE THE COURT FOR INFORMATION

Questions? Call toll-Free 1-800-601-7495 or visit www.SunrunSecuritiesLitigation.com

SPECIAL NOTICE TO BANKS, BROKERS, AND OTHER NOMINEES

If you hold any Sunrun common stock purchased or acquired between August 5, 2015 and January 31, 2016, inclusive, as a nominee for a beneficial owner, then, within fourteen (14) days after you receive this Notice, you must either: (1) send a copy of this Notice by First-Class Mail to all such Persons; or (2) provide a list of the names and addresses of such Persons to the Claims Administrator:

Sunrun Shareholder Litigation Settlement
c/o GCG
P.O. Box 10559
Dublin, OH 43017-4521
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If you choose to mail the Notice and Proof of Claim yourself, you may obtain from the Claims Administrator (without cost to you) as many additional copies of these documents as you will need to complete the mailing.

Regardless of whether you choose to complete the mailing yourself or elect to have the mailing performed for you, you may obtain reimbursement for or advancement of reasonable administrative costs actually incurred or expected to be incurred in connection with forwarding the Notice and which would not have been incurred but for the obligation to forward the Notice, upon submission of appropriate documentation to the Claims Administrator.

DATED: September 14, 2018

BY ORDER OF THE SUPERIOR COURT OF
CALIFORNIA, COUNTY OF SAN MATEO
HONORABLE MARIE S. WEINER