

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SAN MATEO

IN RE SUNRUN SHAREHOLDER LITIGATION

MASTER FILE No.: CIV 538215

NOTICE OF PENDENCY OF CLASS ACTION

A court authorized this notice. This is not a solicitation from a lawyer. You are not being sued.

NOTICE OF PENDENCY OF CLASS ACTION: Please be advised that your rights may be affected by a class action lawsuit pending in this Court if you purchased or otherwise acquired shares of the common stock of Sunrun Inc. (“Sunrun” or the “Company”) between August 5, 2015 and February 1, 2016, including if you purchased shares of Sunrun common stock directly in Sunrun’s August 5, 2015 Initial Public Offering (the “Offering”) at \$14 per share. This Notice explains important rights you may have. Please read it carefully.

- A class action lawsuit is pending in the Superior Court of the State of California, San Mateo County (the “Court”) against (1) Sunrun, (2) certain of Sunrun’s officers and directors (the “Individual Defendants”) who signed the Registration Statement (the “Offering Materials”) for Sunrun’s August 5, 2015 Offering, (3) certain venture capital investors in Sunrun (the “Venture Capital Defendants”), and (4) the underwriters of the Offering (the “Underwriter Defendants”).¹
- The Court decided that this lawsuit should proceed as a class action on behalf of a “Class” and a “Subclass” (i.e., a group and a sub-group of people and entities) that could include you. The Class, subject to certain exclusions discussed below, consists of “All persons and entities who purchased or otherwise acquired common stock before February 1, 2016 pursuant to or traceable to the Registration Statement issued in connection with Sunrun Inc.’s August 5, 2015 initial public offering.” The Subclass, subject to certain exclusions discussed below, consists of “All persons and entities who purchased common stock of Sunrun Inc. directly in the August 5, 2015 initial public offering.”

¹ The Individual Defendants consist of Lynn Jurich, Bob Komin, Edward Fenster, Jameson McJunkin, Gerald Risk, Steve Vassallo, and Richard Wong. The Venture Capital Defendants consist of Foundation Capital VI, L.P. and Foundation Capital Management Co. VI, LLC. The Underwriter Defendants consist of Credit Suisse Securities (USA) LLC, Goldman Sachs & Co. LLC (formerly known as Goldman, Sachs & Co.), Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, RBC Capital Markets, LLC, KeyBanc Capital Markets Inc., and SunTrust Robinson Humphrey, Inc.. Sunrun, the Individual Defendants, the Venture Capital Defendants, and the Underwriter Defendants are collectively referred to as “Defendants.”

YOUR LEGAL RIGHTS AND OPTIONS IN THIS LAWSUIT

Do Nothing	<p><i>Stay in the lawsuit. Await the outcome. Share in possible benefits. Give up certain rights.</i></p> <p>By doing nothing, you are choosing to stay in the Class and (if applicable) the Subclass. You will be permitted to share in any recovery that may result from this class action, but you will give up your rights to sue Defendants in a separate lawsuit for any claims made in this action. In addition, you will be bound by past and any future court rulings on, or the settlement of, the claims against Defendants.</p>
Ask to Be Excluded from the Class and Subclass	<p><i>Get out of this lawsuit. Get no benefits. Keep your rights.</i></p> <p>If you opt out of the Class and Subclass (meaning you say in writing that you do not want to be included in this lawsuit), you will not be entitled to any recovery that may result from this class action, but you will not be bound by any past or future rulings for or against Defendants. You will be free to pursue your own claims against Defendants on your own or as part of a different lawsuit.</p>

These rights and options, and the deadlines to exercise them, are further explained in this Notice.

BASIC INFORMATION ABOUT THE LAWSUIT

1. Why did I get this Notice?

Records indicate that you may have purchased Sunrun common stock between August 5, 2015 and January 31, 2016, inclusive, or that you may have purchased shares of Sunrun common stock directly in Sunrun’s August 5, 2015 Offering. This Notice explains that the Court has allowed, or “certified,” a class in a lawsuit that may affect you. You have legal rights and options that you may exercise. Judge Marie S. Weiner of the Superior Court of California for San Mateo County is overseeing this class action. The case is known as *In re Sunrun Shareholder Litigation*, Case No. CIV538215 (the “Action”).

2. What is this lawsuit about?

The Action alleges that all Defendants violated § 11 of the federal Securities Act of 1933 (the “Securities Act”) because the Offering Materials, pursuant to which Sunrun shares were sold in the Offering, allegedly contained materially false or misleading statements and/or omitted material information required by the securities laws to be disclosed in the Offering Materials. The Action also alleges that Sunrun violated § 12(a)(2) of the Securities Act. The lawsuit further alleges that, pursuant to § 15 of the Securities Act, the Venture Capital Defendants and Individual Defendants are liable for Sunrun’s alleged violations of § 11 and § 12(a)(2) as “controlling persons” of Sunrun. Defendants deny any wrongdoing or violations of the Securities Act.

3. What is a class action and who is involved?

In a class action, one or more people or entities called “class representatives” (in this case, Jeffrey Pytel and Jackie L. Nunez) sue on behalf of themselves and other persons or entities who have the same or similar claims. These people and entities together are called a “class” or “class members.” The persons and entities that filed the suit are called “plaintiffs” and the persons or entities being sued are called “defendants.” One court resolves the issues for all class members, except for those who exclude themselves, or “opt out,” from the Class and Subclass (as discussed below).

4. What has happened so far?

On April 13, 2016, a complaint was filed against the Defendants alleging that the Defendants had violated §§ 11, 12(a)(2), and 15 of the Securities Act by selling, or offering to sell, Sunrun shares pursuant to Offering Materials that contained materially false or misleading statements and/or omitted to disclose material information required to be disclosed therein. On January 17, 2017, the Court sustained in part and overruled in part Defendants' demurrers, which sought to dismiss the complaint.

On April 4, 2017, the Class Representatives (as well as certain other plaintiffs) filed the First Amended Consolidated Complaint (the "Complaint"). On June 9, 2017, the Court sustained in part and denied in part the Venture Capital Defendants' demurrers to the repleaded § 15 claims contained in the Complaint. Pursuant to the January 17, 2017 and June 9, 2017 Orders, the §11 claims are proceeding against Sunrun, the Individual Defendants, and the Underwriter Defendants, and the § 12(a)(2) claims are proceeding against Sunrun, certain Individual Defendants, and the Underwriter Defendants. The § 15 claims are proceeding against the Sunrun, the Individual Defendants, and the Venture Capital Defendants Plaintiffs' investigation and discovery are ongoing.

On December 29, 2017, the Court certified the Class and Subclass.

5. What type of recovery are the Class Representatives asking for?

The Class Representatives are asking for money to compensate Class and Subclass Members for the losses they allegedly suffered as a result of Defendants' conduct, as well as pre-judgment and post-judgment interest.

6. Is there any money available now?

No money or benefits are available now because the Court has not yet decided whether Defendants did anything wrong, and the two sides have not settled the case. There is no guarantee that any money or benefits will ever be obtained. If they are, you will receive a notice describing how to receive a share of any recovery in which you may be eligible to participate.

DETERMINING IF YOU ARE A MEMBER OF THE CLASS OR SUBCLASS

7. How do I know if I am a Class or Subclass Member?

You are a member of the Class if you purchased shares of Sunrun common stock pursuant to and/or traceable to the Registration Statement and Prospectus on or between August 5, 2015 and January 31, 2016, inclusive.

You are a member of the Subclass if you purchased shares of Sunrun common stock directly in Sunrun's August 5, 2015 Offering. In general, this means that you or your agent must have purchased Sunrun common stock at the \$14.00 (exactly) per share offering price, with a "trade date" of August 4 or August 5, 2015, directly from one of the Defendants.

If you did not purchase Sunrun shares directly in Sunrun's August 5, 2015 Offering, but rather, purchased shares on the open market, including at a price other than the \$14.00 per share offering price, then you are not a member of the Subclass.

If one of your mutual funds purchased or otherwise acquired Sunrun shares, that does not make you a Class or Subclass member; instead, you are a Class or Subclass member only if you (or your broker on your behalf) purchased Sunrun shares for your own account. If you are the legal representative or fiduciary of a

person or legal entity that purchased Sunrun shares (e.g., if you are the trustee of a trust that purchased Sunrun shares), then the person or entity that you represent will be the Class member, but it may be legally bound by your decisions.

8. Are there exceptions to being included in the Class and Subclass?

Yes. There are also some people and entities that are excluded from the Class (and Subclass) by definition. The excluded Persons are: Defendants and members of their immediate families, the officers and directors of Sunrun Inc. 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. Also excluded from the Class and Subclass will be any Person who timely and validly seeks exclusion from the Class and Subclass in accordance with the requirements of this Notice.

9. Are you still not sure if you're included?

If you are still not sure whether you are included in the Class or Subclass, you can get free help at www.SunrunSecuritiesLitigation.com, or by calling or writing to Co-Lead Counsel for the Class in this case at the phone number or address provided in response to question 15 below.

YOUR OPTIONS AS A CLASS MEMBER

10. What are my options as a Class or Subclass Member?

You must decide whether to stay in the Class (or Subclass) or opt out of it.

11. What happens if I choose to stay in the Class and (if applicable) the Subclass?

If you stay in the Class and (if applicable) the Subclass, you will be permitted to share in a recovery, if any, that may occur in this Action if you suffered compensable losses, subject to the terms of any plan of allocation that may be approved by the Court. But you give up any rights to sue Defendants separately about the same legal claims in this lawsuit. You will also be legally bound by all of the Orders the Court issues and Judgments that the Court has made or will make in this class action, even if there is no recovery.

12. How do I stay in the Class and (if applicable) the Subclass?

You do not have to do anything at this time to stay in the Class and (if applicable) the Subclass.

13. What happens if I “opt out” (exclude myself) from the Class and (if applicable) the Subclass?

If you opt out of the Class and (if applicable) the Subclass (by stating in writing that you do not want to be included in the Class or Subclass in this Action), you will give up the right to participate in any recovery that may occur. But you will keep any rights you may currently have to sue Defendants regarding the legal claims at issue in this lawsuit. You will also not be bound by the Orders the Court issues and the Judgments the Court makes in this class action.

14. How do I “opt out” (exclude myself) from the Class and (if applicable) the Subclass?

If you do not want to be a Class or (if applicable) Subclass Member, **you must send** a signed, written “Request to Opt Out” to the Notice Administrator so it is *received* no later than **April 9, 2018**. Your written request must include:

- Your name, address, and telephone number;
- A statement that you request exclusion from the Class in *In re Sunrun Shareholder Litigation*, Case No. CIV 538215; and
- Your signature

You must mail your Request to Opt Out by First-Class Mail to the following address:

Sunrun Shareholder Litigation - Exclusions
c/o Garden City Group, LLC
P.O. Box 10559
Dublin, Ohio 43017-4521

If you are potentially a member of both the Class and the Subclass, you cannot “opt out” of one and remain in the other, and any “opt out” request will be deemed a request for exclusion from both.

THE LAWYERS REPRESENTING YOU

15. As a Class and (if applicable) Subclass member, do I have a lawyer representing my interests in this case?

Yes. The Court has appointed lawyers to represent you and other Class and (if applicable) Subclass Members. These lawyers are called “Class Counsel.” The following lawyers are representing the Class and Subclass: Robbins Geller Rudman & Dowd LLP and Cotchett, Pitre & McCarthy, LLP.

If you have questions about this Notice you can contact the Robbins Geller firm (c/o Rachel Jensen) at RachelJ@rgrdlaw.com or 1-800-449-4900, or the Cotchett firm (c/o Mark Molumphy) at mmolumphy@cpmlegal.com or 650-697-6000. You will not be separately charged for these lawyers, or for the services of any other counsel representing the Class or Subclass.

16. How will the lawyers for the Class and Subclass be compensated?

If a recovery is obtained for the Class or Subclass, Co-Lead Counsel will submit an application to the Court for an award of attorneys’ fees and for reimbursement of litigation expenses that plaintiffs’ counsel have incurred in pursuing the Action. Co-Lead Counsel may also ask the Court to approve a reasonable service award for the Class Representatives. If approved, any such attorneys’ fees, expenses or awards will either be paid from the recovery obtained for the Class or Subclass or separately by Defendants. Class and Subclass members will not be liable for any such fees, expenses or awards.

17. Should I get my own lawyer?

You do not need to hire your own lawyer. However, you are free to hire your own lawyer at your own expense. If you hire a lawyer to speak for you or to appear in Court, your lawyer must file a Notice of Appearance.

GETTING MORE INFORMATION

18. Where do I get more information?

This Notice contains only a summary of the Action and proceedings to date. Complete copies of public pleadings, Court rulings and other filings are available for review and copying at the Clerk's office. The address is Records Management Division, Hall of Justice, 400 County Center, 1st Floor, Redwood City, CA 94063. Additional information is also available at www.SunrunSecuritiesLitigation.com, or by contacting the Notice Administrator at:

Sunrun Shareholder Litigation
c/o Garden City Group, LLC
P.O. Box 10559
Dublin, Ohio 43017-4521
Telephone: 1-800-601-7495

or by email to: info@sunrunsecuritieslitigation.com.

Please do not contact the Court, the Clerk of the Court, or Defendants for additional information. They cannot answer any questions or discuss the Action.

SPECIAL NOTICE TO BANKS, SECURITIES BROKERS, AND OTHER NOMINEES

If you purchased Sunrun shares (ticker: RUN) between August 5, 2015 and February 1, 2016, or purchased Sunrun shares directly in the August 5, 2015 Offering at the \$14.00 per share Offering price for the beneficial interest of a person or entity other than yourself, the Court has directed that, ***WITHIN FOURTEEN (14) CALENDAR DAYS OF YOUR RECEIPT OF THIS NOTICE***, you must either: (A) provide to the Notice Administrator the name and last known address of each person or entity for whom or which you purchased such shares (preferably in electronic format (MS Excel or CSV file)); or (B) request from the Notice Administrator additional copies of this Notice (which will be provided to you free of charge) and send them, within fourteen (14) calendar days of receipt, by First-Class mail directly to the beneficial owners/purchasers of those Sunrun shares. All communications concerning the foregoing should be addressed to the Notice Administrator at:

Sunrun Shareholder Litigation
c/o Garden City Group, LLC
P.O. Box 10559
Dublin, Ohio 43017-4521
Telephone: 1-800-601-7495

or by email to: info@sunrunsecuritieslitigation.com.

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 this Notice and which would not have been incurred but for the obligation to forward this Notice, upon submission of appropriate documentation to the Notice Administrator.

PLEASE DO NOT CONTACT THE COURT OR THE CLERK'S OFFICE REGARDING THIS NOTICE.

Dated: January 19, 2018

BY ORDER OF THE SUPERIOR COURT OF CALIFORNIA FOR
SAN MATEO COUNTY
HON. MARIE S. WEINER