



**CHARTER OF THE COMPENSATION COMMITTEE
OF THE BOARD OF DIRECTORS**

This Charter of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of SunPower Corporation, a Delaware corporation (the "Company"), was adopted by the Board on October 26, 2005 and revised November 15, 2011, November 28, 2012, October 22, 2013, October 22, 2014, and April 22, 2015.

I. PURPOSE

The Committee shall assist the Board in discharging its duties with respect to:

- A. The formulation, implementation, review and modification of the compensation of the Company's directors and Executive Officers (as defined below);
- B. The review and preparation of an annual report on executive compensation for inclusion in the Company's annual proxy statement and annual report on Form 10-K, in accordance with applicable rules and regulations of The NASDAQ Stock Market LLC ("NASDAQ"), the Securities and Exchange Commission (the "SEC") and other regulatory bodies;
- C. The review with management of the Compensation Discussion and Analysis ("CD&A") section of the Company's annual proxy statement or annual report on Form 10-K;
- D. Oversight of the Company's compensation philosophy, which may be performance-based, to reward and retain employees based on achievement of goals; and
- E. The administration of the Company's equity incentive plans.

The compensation programs for the Company's Executive Officers shall be designed to attract, motivate and retain talented executives responsible for the success of the Company and shall be determined within a competitive framework and based on the achievement of the Company's overall financial results and individual contributions.

In addition, the Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board may from time to time prescribe.

II. STRUCTURE AND OPERATIONS

A. Composition and Qualifications

During any period in which the Company does not qualify for the "Controlled Company" exemptions provided in Rule 5615(c) of the NASDAQ Listing Rules (the "NASDAQ Rules"), the Committee shall be

composed of two (2) or more members of the Board, each of whom is determined by the Board to be independent and who meet the independence requirements under the NASDAQ Rules.

During any period in which the Company qualifies for the "Controlled Company" exemptions provided by the NASDAQ Rules and is party to that certain Affiliation Agreement, dated as of April 28, 2011 and as amended from time to time (the "Affiliation Agreement"), between the Company and Total Energies Nouvelles Activités USA ("Total"), pursuant to the terms of Affiliation Agreement the Committee shall be composed of four (4) members of the Board: two (2) directors each determined by the Board to be independent and who meet the independence requirements of the NASDAQ Rules and two (2) directors each designated by Total.

The Board may determine that the Committee, or a sub-committee thereof, should consist of at least two directors, each of which (i) is a "Non-Employee Director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and (ii) satisfies the requirements of an "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

B. Appointment and Removal

The members of the Committee shall be appointed by the Board, based upon the recommendation of the Nominating and Corporate Governance Committee, and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. The members of the Committee serve at the discretion of the Board and may be removed, with or without cause, by a majority vote of the Board.

C. Committee Chair

Unless a Committee Chair is elected by the full Board, the members of the Committee shall designate a Chair by majority vote of the full Committee membership. The Chair will chair all regular sessions of the Committee and set the agendas (after consultation with management, if appropriate) for Committee meetings.

D. Delegation to Subcommittees

In fulfilling its responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee, which may be composed of one or more Committee members.

E. Use of Consultants

The Committee shall have the specific responsibilities and authority necessary to comply with Rule 10C-1(b)(2), (3) and (4)(i)-(vi) under the Exchange Act relating to the: (a) authority to retain or obtain the advice of compensation consultants, independent legal counsel and other compensation advisers; (b) authority to fund such advisers; and (c) responsibility to consider certain independence factors before selecting such advisers, other than in-house legal counsel. In addition, the Committee may, at the Company's expense, retain and terminate the retention of any counsel, experts, consultants and other advisors as the Committee may deem appropriate, and the Committee shall have the sole authority to approve any such advisor's fees and other retention terms. The Committee shall also have the sole authority to retain and terminate the retention of any search

firm to be used to identify candidates for the position of Chief Executive Officer (“CEO”), including sole authority to approve the search firm's fees and other retention terms.

The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee. The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee other than in-house legal counsel, only after taking into consideration the following factors:

- (i) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (ii) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (v) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an officer.

The Committee is not required to conduct an independence assessment for a compensation adviser that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of Regulation S-K promulgated under the Securities Act of 1933, as amended: (a) consulting on any broad-based plan that does not discriminate in scope, terms, operation or in favor of officers or Board members of the Company, and that is available generally to all salaried employees; or (b) providing information that either is not customized for a particular issuer or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice.

F. Compensation

Members and the Chair of the Committee shall receive such fees, if any, for their service as Committee members and Chair as may be determined by the Board, based upon the recommendation of the Compensation Committee.

III. MEETINGS

A. Frequency and Notice

The Committee shall meet as needed, but at least three times annually, or more frequently as circumstances require. The Committee may establish its own meeting schedule. The Chair of the Board or any member of the Committee may call meetings of the Committee. Meetings of the Committee may be held telephonically. As part of its review and establishment of the performance criteria and compensation of directors and Executive Officers of the Company, the Committee should meet separately at least on an annual basis with the CEO, the Company's principal human resources executive and any other corporate officers, as it deems appropriate in its sole discretion. However, the Committee should meet regularly without such officers present, and in all cases such officers shall not be present during that portion of a meeting at which their performance and compensation are being discussed and determined. The CEO may not be present during voting or deliberations related to his or her compensation.

B. Attendance

Except as otherwise provided in this Charter, all directors who are not members of the Committee may attend meetings of the Committee but may not vote. The Committee may request any Board member, officer, or employee of or consultant to the Company or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee may also exclude from its meetings any persons it deems appropriate to carry out its responsibilities.

C. Books and Records

The Committee shall have full access to all books, records, facilities and personnel of the Company in connection with the discharge of its responsibilities.

D. Quorum and Voting

A simple majority shall constitute a quorum of the Committee. Every act or decision done or made by at least three members at a meeting duly held shall be regarded as the act of the Committee. The Committee may also act by unanimous written consent (which may include electronic consent via e-mail).

E. Reports and Minutes

The Committee will report its activities and actions to the Board on a regular basis and maintain minutes or other records of meetings and activity of the Committee, including actions taken by unanimous written consent, which minutes will be filed with the minutes of the meetings of the Board.

IV. RESPONSIBILITIES AND DUTIES

Outlined below are certain continuing responsibilities that the Committee is expected to fulfill in effecting its purpose as stated in Section I of this Charter. This list of responsibilities is presented for illustrative purposes and is not intended to be exhaustive. The Committee may conduct additional activities as appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also fulfill other responsibilities delegated to it from time to time by the Board.

A. Setting Compensation for Directors and Executive Officers

The Committee shall:

1. Review and approve annually (or more frequently, as appropriate) corporate and individual goals and objectives relevant to the compensation of the CEO and, with the CEO's input, of other Executive Officers and of other officers of the Committee's choosing.
2. Review annually (or more frequently, as appropriate) the performance of the CEO in light of the CEO's goals and objectives and recommend to the independent directors of the Company for their approval the compensation of the CEO taking into account such factors as this performance review, the prior experience and breadth of knowledge of the CEO, the CEO's commitment to ethics and compliance, and competitive pay practices. Although the CEO shall not be present during these deliberations or during the voting on making or acting upon the recommendation for his or her compensation by the Committee or by the independent directors, any director who is not an employee of the Company may attend the Committee meeting(s) at which the performance review is conducted and compensation recommendation is made but may not attend the meeting of the independent directors at which such recommendation is acted upon.
3. Taking into account the input of the CEO, review annually (or more frequently, as appropriate) the performance of other Executive Officers and other officers of the Committee's choosing in light of their individual goals and objectives as well as their commitment to ethics and compliance, compare their compensation against a peer group and approve their compensation.
4. Review annually (or more frequently, as appropriate) and recommend to the full Board the compensation (including equity-based compensation) of directors as well as Board committee chairs and members.
5. For the foregoing and following purposes, (a) compensation means total compensation including base salary, bonus plan, long-term incentive and equity compensation, and all other compensation and (b) Executive Officer means any person considered an executive officer under the applicable rules of the SEC and NASDAQ.
6. Review and approve the principal terms of any employment, change of control, severance or other like agreement between the Company and an Executive Officer or any other officer of its choosing, taking into account input of the CEO as to proposed agreements not involving him or her.

7. At least once every three years, the Committee shall retain an independent consultant to (i) conduct a comparative study of the Company's executive compensation policies relative to comparable public companies and (ii) propose any improvements to these policies. The Committee shall review and consider the study and any proposed changes at a regularly scheduled Committee meeting.

B. Monitoring and Administering Incentive and Equity-Based Compensation Plans

The Committee shall:

1. Review and make recommendations to the Board with respect to the Company's compensation plans and benefits policies generally (subject, if applicable, to stockholder approval) including any incentive compensation and equity-based plans of the Company that are subject to Board approval. In reviewing such compensation and benefits policies, the Committee may consider the recruitment, development, promotion, retention and compensation of Executive Officers and other employees of the Company and any other factors that it deems appropriate.
2. Review and approve the adoption and amendment of all equity compensation plans of the Company that are not otherwise subject to the approval of the Company's shareholders.
3. Establish the compensation philosophy for, and review the administration of or provide for the administration of, the Company's equity-based, long-term compensation, and cash bonus plans that provide for the Board to appoint an administering committee. The Committee may delegate such authority as provided in such plans.
4. Establish a Company compensation philosophy, which may be performance-based, to reward and retain employees based on achievement of goals.
5. Review annually (or more frequently, as appropriate) awards made under the Company's equity-based plans to ensure the awards comply with the limitations and restrictions contained in such plans.

C. Review for Forfeiture of Bonuses and Profits in the Event of a Restatement

In the event that the Company restates its financial statements filed with the SEC, the Committee shall consider whether it is appropriate for the Company to demand, and if appropriate shall formally recommend that the Board cause the Company to demand, reimbursement, in whole or in part, of any annual incentive payment or long-term incentive payment to a current or former Executive Officer where: (i) the payment was predicated upon achieving certain financial results that were subsequently the subject of the restatement; (ii) the Committee determines the Executive Officer engaged in intentional or reckless misconduct that caused the need for the restatement; and (iii) a lower payment would have been made to the Executive Officer based upon the restated financial results.

D. Disclosure and Reports

The Committee shall prepare an annual report on executive compensation for inclusion in the Company's proxy statement and annual report on Form 10-K and review and discuss the Company's CD&A and provide a recommendation to the Company's Board regarding the inclusion of the CD&A within the Company's proxy statement and annual report on Form 10-K in accordance with applicable rules and regulations of the SEC, NASDAQ and other applicable regulatory bodies.

E. Succession Planning

The Committee shall, in consultation with the CEO, periodically review the Company's management succession planning for the CEO and Executive Officers. The Committee shall periodically review with the CEO the Company's management employee development programs.

V. ANNUAL PERFORMANCE EVALUATION

The Committee shall perform a review and evaluation, at least annually, of the performance of the Committee and its members, including by reviewing the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and recommend to the Board any improvements to this Charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner, as it deems appropriate.