

GREENBACKER RENEWABLE ENERGY COMPANY LLC

AMENDED AND RESTATED AUDIT COMMITTEE CHARTER (the “Charter”)

Effective as of April 25, 2024

I. Purpose

The principal purpose of the Audit Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Greenbacker Renewable Energy Company LLC (the “Company”) in fulfilling its responsibilities to the shareholders, potential shareholders and investment community relating to the corporate accounting and reporting practices of the Company and its subsidiaries, the quality and integrity of the Company’s consolidated financial statements, the Company’s compliance with applicable legal and regulatory requirements, the performance, qualifications and independence of the Company’s external auditors and the performance of the Company’s internal audit function, if applicable. The members of the Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures.

In discharging its oversight role, the Committee is granted the authority to adopt policies and procedures to ensure that the accounting and reporting practices of the Company are of the highest quality and integrity, including the authority to investigate any matter brought to its attention within the scope of its responsibilities and duties in this Charter, with full access to all books, records, facilities and personnel of the Company, and the authority to engage independent counsel and other advisers as it determines necessary to carry out its duties.

It shall also be the responsibility of the Committee to maintain free and open means of communication among the Board and the Company’s external auditors, internal auditors (if any) and personnel. Through these lines of communication, the Committee shall monitor any issues or areas that fall within the scope of its duties, purpose or responsibilities that require special attention. The Company’s external auditors are ultimately accountable to the Committee and the Board.

To fulfill this obligation, the Committee relies on: management for the preparation and accuracy of the Company’s financial statements; both management and the Company’s internal audit department (if any) for establishing effective internal controls and procedures to ensure the Company’s compliance with accounting standards, financial reporting procedures and the Company’s compliance with applicable laws and regulations; and the Company’s independent auditors for an unbiased, diligent audit or review, as applicable, of the Company’s financial statements and the effectiveness of the Company’s internal controls, as applicable.

II. Membership

1. The Committee shall be comprised of three or more members of the Board, each of whom shall be “independent” in accordance with the provisions of Section 10A(m)(3) of the U.S. Securities and Exchange Act of 1934, as amended, the rules and regulations of the Securities and Exchange Commission (the “SEC”), NASDAQ Listing Rule 5605(a)(2), and shall be free of any relationship that would interfere with the exercise of his or her independent judgment as a member of the Committee, and qualified under all other applicable laws and regulations and the Company’s independence standards as in effect from time to time.

2. Each member of the Committee must be financially literate (i.e., able to read and understand financial statements, in general, and the Company's financial statements, in particular, and aware of the functions of auditors for a company) as determined by the Board in connection with such member's appointment to the Committee. At least one member of the Committee must be "an audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K.

3. A director appointed to the Committee may not serve on more than two additional audit committees for public companies, unless the Board has made an affirmative determination that such director is able to effectively undertake the responsibilities of serving on the Committee in addition to his or her positions on other such audit committees. The Company shall make any disclosures regarding this determination as may be required under applicable law.

4. The members of the Committee (a) shall be appointed, removed and replaced by, and in the sole discretion of, the Board at any time, and (b) shall be appointed annually by the Board on or prior to the date of the Company's annual meeting of shareholders and shall serve until their successors are duly appointed by the Board or until their earlier resignation, removal, death or disability.

5. In connection with the annual appointment of the members of the Committee, the Board shall also select a member of the Committee to serve as the chair of the Committee (the "Chair").

III. Meetings

1. The Committee shall meet at least four times a year and from time to time as any member of the Committee requests or its Chair deems advisable. The Chair will, in conjunction with the members of the Committee and appropriate members of management, establish the meeting calendar and set the agenda for each meeting.

2. For each Committee meeting, the Committee will appoint a secretary to keep minutes of such meeting. After approval of each set of minutes by the Committee, the Committee will submit such minutes to the Board for review and will cause such minutes to be filed with the minutes of the Board.

3. The Committee shall report to the Board on a regular basis or at such other times as the Committee deems necessary or appropriate, but in any event not less than annually.

4. The Committee may request members of the Company's management or others to attend meetings and provide pertinent information as necessary.

5. The Committee may create subcommittees to perform particular functions, either generally or in specific instances, provided that such delegation is consistent with applicable laws, rules and regulations.

6. The Committee shall be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

7. The Committee is authorized and empowered to create and adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the limited liability company operating agreement, as in effect from time to time (the "Operating Agreement"), of the Company, or (c) the laws of the state of Delaware. To the extent permitted by the Operating Agreement and the laws of Delaware, the Committee may meet either live, telephonically or electronically and may take actions in any manner that is legally binding, whether by verbal action, written consents, approvals transmitted electronically, or otherwise.

IV. Authority

1. The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain counsel (which may be counsel to the Company) and other experts or consultants at the expense of the Company.
2. The Committee shall have the sole authority to select and retain a consultant or search firm, to terminate any consultant or search firm retained by it, and to approve the consultant or search firm's fees and other retention terms.
3. The Committee has the power in its discretion to conduct any investigation related to any matter within the scope of its responsibilities and duties in this Charter as it deems necessary or appropriate to enable it to carry out such responsibilities and duties.
4. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.
5. The Committee will have complete access to the records of the Company and will make requests for such documentation through the office of the Corporate Secretary.
6. The Committee may at any time meet with any employee of the Company, outside counsel to the Company, the Company's independent auditors or such other advisors to the Company as the Committee determines. The Committee will arrange for such meeting with employees, outside counsel, the independent auditors or other advisors through the office of the Corporate Secretary.
7. The Committee shall meet separately and periodically, but not less than quarterly, with the internal auditors (if any) and the independent auditor to execute its functions. As determined by the Committee and in its discretion, the Committee will meet with the Company's Chief Financial Officer and/or General Counsel to execute its functions.

V. Responsibilities and Duties

A. Financial and Related Reporting

1. The Committee shall, prior to each filing by the Company of a Quarterly Report on Form 10-Q (the "Form 10-Q") with the SEC, review with the Company's management and external auditors, and approve, the interim financial information to be included in the Form 10-Q and review the matters described in the applicable standards, as such standards may be adopted and amended from time to time, of the Public Company Accounting Oversight Board (the "PCAOB"). In connection therewith, the Committee shall review any matters of significance, including significant adjustments, management judgments and accounting estimates, significant reserves and/or accruals, significant new accounting principles, disagreements between management and the external auditors and their effect, if any, on the Company's consolidated financial statements and recent or proposed requirements of the SEC, the Financial Accounting Standards Board (the "FASB") or other similar governing bodies, and the disclosure set forth under "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Form 10-Q.
2. The Committee shall, prior to each filing by the Company of an Annual Report on Form 10-K (the "Form 10-K") with the SEC, review with the Company's management and external auditors, and approve, the audited financial statements to be included in the Form 10-K and in the Company's annual report to

shareholders (the “Annual Report”) and review and consider the matters described in the applicable standards, as such standards may be adopted and amended from time to time, of the PCAOB. In connection therewith, the Committee shall review significant adjustments, management judgments and accounting estimates, significant reserves and/or accruals, significant new accounting principles, disagreements between management and the external auditors and their effect, if any, on the Company’s consolidated financial statements and recent or proposed requirements of the SEC, the FASB or other similar governing bodies, and the disclosure set forth under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Form 10-K. Following such review, the Committee shall recommend to the Board whether the audited financial statements should be included in the Annual Report or the Form 10-K.

3. The Committee shall meet with the Company’s Chief Executive Officer, Chief Financial Officer and/or any other officer of the Company responsible for certifying the Company’s Form 10-K or Form 10-Qs filed with the SEC, prior to any such certification, and review with such officers their disclosures relating to (a) all significant deficiencies in the design or operation of internal controls which could adversely affect the Company’s ability to record, process, summarize and report financial data and the identification of any material weakness in internal controls and (b) any fraud, whether or not material, that involves the Company’s management or other employees who have a significant role relating to the Company’s internal controls.

4. In connection with its review of each Form 10-Q and Form 10-K and prior to issuance of any earnings press release by the Company, the Committee shall review with the Company’s management and external auditors the consolidated statements of operations, earnings guidance and other financial information to be included in such earnings press release. Prior to issuance of any release of financial information or earnings guidance to analysts or rating agencies, the Committee shall review with the Company’s management and external auditors the financial information or earnings guidance to be included in such release to be provided to analysts or rating agencies.

5. The Committee shall annually issue a written report to the Board, a copy of which shall be included in the Company’s proxy statement related to the annual meeting of shareholders, stating whether the Committee has (a) reviewed and discussed the audited financial statements with the Company’s management, (b) discussed with the Company’s external auditors the matters required to be discussed by the applicable standards adopted by the PCAOB, as such standards may be adopted and amended from time to time, (c) received from the Company’s external auditors disclosures regarding such auditors’ independence required by Independence Standards Board No. 1 and discussed with such auditors their independence, (d) recommended to the Board that the audited financial statements of the Company be included in the Annual Report and the Form 10-K and (e) such other information as may be required, from time to time, by the rules and/or regulations of the SEC or the applicable rules and regulations of any securities exchange or inter-dealer quotation system on which the securities of the Company are listed or traded, the FASB or other similar governing bodies.

6. The Committee shall periodically discuss with the Company’s external auditors, such auditors’ judgments about the quality, not just the acceptability, of the Company’s accounting principles as applied in its consolidated financial statements. The discussion should include such issues as the clarity of the Company’s financial disclosures, the degree of aggressiveness or conservatism of the Company’s accounting principles and the underlying estimates and other significant decisions made by the Company’s management in preparing the financial disclosures.

7. The Committee shall obtain and review, on an annual basis, a report prepared by the Company’s management and/or external auditors setting forth all significant financial reporting issues and judgments made in connection with the preparation of the Company’s financial statements, including an analysis of

the effects on the financial statements of the Company of any alternative GAAP methods adopted by the Company, any regulatory and/or accounting initiatives and any off-balance sheet structures and all critical accounting policies and practices the Company uses or expects to use.

8. While the Committee has the powers and responsibilities set forth in this Charter, it is not the duty or responsibility of the Committee to (i) plan or conduct audits, (ii) determine that the Company's financial statements and disclosures are complete and accurate or are in accordance with GAAP or applicable rules and regulations, or (iii) monitor and control risk assessment and management. These are the responsibilities of the Company's management, internal auditor (if any) and external auditor.

B. Controls and Compliance

1. The Committee shall periodically review with the Company's management, external auditors and internal auditors (if any) (a) the adequacy and effectiveness of the Company's system of internal accounting controls, (b) any recommendations of such external and/or internal auditors (if any) with respect to any material weaknesses in the Company's system of internal controls, (c) any material matters or problems with respect to accounting, electronic data processing records, procedures or operations of the Company which have not been resolved to such external and/or internal auditors' (if any) satisfaction after having been brought to the attention of management and (d) any material matters or problems with respect to the safeguarding of the Company's assets and limitations on authority of the Company's management relating to, among other things, investments, borrowings and derivative instruments. Such review should also consider the impact of the adequacy and effectiveness of the Company's system of internal accounting controls on the Company's financial reporting on both an annual and quarterly basis.

2. The Committee shall review the Company's policies with respect to risk assessment and risk management, including, but not limited to, guidelines and policies to govern the process by which risk assessment and risk management is undertaken by the Company and its management and shall liaise with such members of management, committees of the Board and external advisers as the Committee deems appropriate or desirable to carry out the foregoing functions.

3. The Committee shall review with the Company's management and tax advisors the status of all tax returns, including open years and potential disputes. The Committee shall review with the Company's external auditors the adequacy of tax reserves included in the Company's consolidated financial statements.

4. On at least an annual basis, the Committee shall review with the Company's legal counsel, (a) any legal or regulatory matters that could have a significant impact on the Company's financial statements, (b) the Company's compliance with applicable laws and regulations and (c) inquiries received from regulators or governmental agencies.

5. The Committee shall review the status of significant litigation with the Company's legal counsel and external auditors, if appropriate, and whether reserves, if any, in connection with actual and/or potential litigation are appropriate.

6. The Committee shall monitor and review the Company's compliance with applicable SEC rules and regulations and the applicable rules and regulations of any securities exchange or inter-dealer quotation system on which the securities of the Company are listed or traded with the Company's legal counsel and Chief Financial Officer relating to, among other things, the Company's corporate accounting and reporting practices, the quality and integrity of the Company's consolidated financial statements, the performance, qualifications and independence of the Company's external auditors and the performance of the Company's internal audit function, if applicable.

C. Internal Audit

1. To the extent applicable, the Committee shall review and approve the Company's internal audit department's function, budget, organization, activities, independence and authority of its reporting obligations. The Committee shall, on an annual basis, review and approve the Company's internal audit charter, if any, and compliance by the Company's internal audit department with applicable standards.
2. To the extent applicable, the Committee shall review and approve the appointment and replacement of the Company's third-party internal auditors or, if applicable, senior internal auditing executive and the coordination of such activities with the Company's external auditors.
3. To the extent applicable, the Committee shall review and evaluate the scope of internal auditing services to be provided (including any subsequent material modifications thereto) by the Company's internal auditors. The Committee shall discuss significant internal audit findings in appropriate detail as well as the status of past audit recommendations.
4. To the extent applicable, the Committee shall meet regularly, but in no event less than once every six months, with the Company's internal auditors in executive sessions without the Company's management present.

D. External Audit

1. The Committee shall engage and terminate (subject, if applicable, to shareholders ratification) the external auditors to be used to audit the consolidated financial statements of the Company.
2. The Committee shall review and pre-approve the engagement fees and the terms of all auditing and non-auditing services to be provided by the Company's external auditors and evaluate the effect thereof on the independence of the external auditors. The Committee shall also review and evaluate the scope of all non-auditing services to be provided by the Company's external auditors in order to confirm that such services are permitted by the rules and/or regulations of the SEC or the applicable rules and regulations of any securities exchange or inter-dealer quotation system on which the securities of the Company are listed or traded, FASB or other similar governing bodies. As necessary, the Committee shall consult with the Company's management regarding the engagement fees or terms of any such auditing or non-auditing services. The Committee may delegate the pre-approval of audit services and permitted non-audit services authority to one of the members of the Committee, provided that the decisions to grant pre-approval shall be presented to the full Committee at its next scheduled meeting after the pre-approval occurs.
3. The Committee shall, at least annually, evaluate the Company's external auditors' qualifications, performance and independence and present a written report to the Board of its conclusions with respect to such evaluation. In connection with this evaluation, the external auditors shall provide a written annual report to the Committee describing: (a) such external auditors' internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review, of such external auditors or by any inquiry or investigation by government or professional authorities within the preceding five years, respecting one or more independent audits carried out by such external auditors, and any steps taken to deal with any such issues; and (c) in order to assess such external auditors' independence, all relationships between such external auditors and the Company. The Committee shall consult with the Company's management, its external auditors and/or personnel responsible for its internal audit function, as necessary, regarding this evaluation.
4. The Committee shall review and evaluate the qualifications, performance and independence of the lead partner of the external auditors, ensure that neither the lead partner nor the concurring partner of the

external auditors serves, respectively, in that capacity for more than five years (or such other period as may be prescribed by rules and/or regulations of the SEC or the applicable rules and regulations of any securities exchange or inter-dealer quotation system on which the securities of the Company are listed or traded, the FASB or other similar governing bodies) and present its conclusions with respect to the independent auditors, including whether the audit firm itself should be changed periodically, to the Board.

5. The Committee shall meet with the Company's management and external auditors prior to commencement of the annual audit by such external auditors for the purpose of reviewing the scope and audit procedures of such audit, including special audit risk areas and materiality. The Committee shall also meet with the Company's external auditors subsequent to completion of that audit for the purpose of reviewing the results.

6. The Committee shall obtain and review any written reports issued by the Company's external auditors regarding all critical accounting policies and practices the Company uses or expects to use, all alternative treatments of financial information within GAAP that have been discussed with the Company's management, the ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the external auditors.

7. The Committee shall meet regularly, but in no event less than once every six months, with the Company's external auditors in executive sessions without the Company's management present. Among the items to be discussed at these meetings are the auditors' evaluation of the Company's financial, accounting and internal auditing (if any) personnel and the cooperation that the auditors received during the course of the audit, including any audit problems or difficulties, together with the responses of the Company's management thereto, any restrictions on the scope of such external auditors' activities and any significant disagreements with the Company's management. If applicable, such review may also include any accounting adjustments that were noted or proposed by such auditors but were "passed" (including similar adjustments that were passed because individually they were not material), any communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement, any "management" or "internal control" letter issued, or proposed to be issued, by such auditors to the Company and all other material written communications between the external auditors and the management of the Company.

E. Other Committee Activities

1. The Committee shall serve as access for the Company's management, external auditors and internal auditors (if any) to the Board with respect to all matters within the scope of the Committee's duties.

2. In accordance with the applicable rules and/or regulations of the SEC or the applicable rules and regulations of any securities exchange or inter-dealer quotation system on which the securities of the Company are listed or traded, the FASB or other similar governing bodies, the Committee shall set clear policies for the Company's hiring of employees or former employees of the Company's external auditors. In addition, the Committee shall also conduct exit interviews with departing executive officers in order to evaluate the Company's corporate accounting and reporting practices and compliance with laws and regulations.

3. Conduct an annual review of this Charter and recommend any changes that the Committee deems appropriate to the Board for review and approval.

VI. Complaint Procedures

Any issue of significant financial misconduct shall be brought to the attention of the Committee for its consideration. In this connection, the Committee shall establish procedures for (a) the receipt, retention and treatment of complaints received by employees and shareholders of the Company and its affiliates, to the extent that such persons are involved in the business and affairs of the Company, regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. The Committee shall investigate all matters brought to its attention within the scope of its responsibilities and duties in this Charter, including the review of any significant fraudulent or illegal activities that may be discovered and any preventative action taken in response to such activities.

VII. Performance Evaluation

The Committee shall perform an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter and such other matters as the Committee may determine. The performance evaluation shall be undertaken under the supervision of the Nominating / Corporate Governance Committee in accordance with the performance evaluation process proposed by the Nominating / Corporate Governance Committee and approved by the Board.

VIII. General

This Charter is intended as a component of the flexible framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of applicable laws and regulations, as well as in the context of the Company's Operating Agreement, it is not intended to establish by its own force any legally binding obligations. The Committee will make this Charter publicly available as required by law or regulation.