

SUSTAINABILITY COMMITTEE CHARTER

Charter (the “Charter”) of the Sustainability Committee (the “Committee”) of the Board of Directors (the “Board”) of Canadian Solar Inc. (the “Company”).

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PURPOSE

The purpose of the Committee is to advise and assist the Board in fulfilling its oversight responsibilities by reviewing, giving guidance and making recommendations to management of the Company (“Management”) and the Board relating to environmental, social and governance (“ESG”) matters.

MEMBERSHIP

The Committee shall be composed of at least three directors, as determined by the Board, each of whom has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

The Chief Sustainability Officer of the Company (the “CSO”) shall be an advisory non-voting member of the Committee.

The Committee members, including the Chair of the Committee (the “Chair”), shall be appointed by the Board. The Committee members shall serve for such term or terms as the Board may determine. Committee members may, at any time, resign or be removed from the Committee, with or without cause, by the Board. Any member shall cease to be a member upon ceasing to be a director. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board. The Board shall fill any vacancy whenever necessary to maintain a Committee membership of at least three directors. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

MEETINGS AND PROCEDURES

The Chair (or in his/her absence, a member designated by the Chair) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the provisions of the Articles and By-laws of the Company, as amended from time to time, applicable to the Committee. Minutes of all meetings shall be recorded by a person appointed by the Chair of the Committee, typically the Corporate Secretary of the Company.

The Committee shall meet on a regularly scheduled basis at least twice per year or more frequently as the Committee deems necessary or desirable. A meeting of the Committee may be conducted in person or via teleconference, video conference or such other digital platform where the members participating in the meeting can all hear one another. A majority of the members of the Committee shall constitute a quorum at all Committee meetings. A majority of the members of the Committee present at any meeting attended by a quorum shall be empowered to act on behalf of the Committee.

All non-management directors who are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of Management or any other person whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any persons it deems appropriate, including any non-management director who is not a member of the Committee.

The Committee may retain and terminate any experts or advisors that it believes are necessary or desirable to provide advice to the Committee to carry out its duties (“ESG Advisor”). The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any ESG Advisor retained by the Committee and for ordinary administrative expenses of the Committee necessary or appropriate in carrying out its duties.

The Committee shall have access to all information of the Company, including unrestricted access to Management, auditors and consultants who shall be directed to cooperate as directed by members of the Committee.

The Committee is not required to implement or act consistently with the advice or recommendations of the ESG Advisors it engages that affects the ability or obligation of the Committee to exercise its own judgment in fulfilling the duties of the Committee.

The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as requested by the Chairman of the Board.

DUTIES AND RESPONSIBILITIES

The Committee shall:

- (a) oversee the Company’s ESG strategy;
- (b) oversee the Company’s ESG targets and key performance indicators;
- (c) oversee third-party partnerships entered into in relation to the Company’s ESG strategy;
- (d) review, evaluate and advise the Board and Management regarding the quality, scope, direction and effectiveness of the Company’s ESG policies;

- (e) review, evaluate and advise the Board and Management regarding the Company's progress in achieving its ESG goals, including compliance with applicable laws and regulations, industry standards and best practices;
- (f) review, evaluate and advise the Board and Management on emerging ESG issues and risks;
- (g) review and approve all material disclosure regarding ESG issues, including the Company's annual ESG Report;
- (h) review, evaluate and advise the Board and Management on matters regarding diversity and inclusion; and
- (i) undertake such other duties and responsibilities as may be delegated to the Committee by the Board.

The Committee shall evaluate its own performance on an annual basis, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.

The Committee shall review and reassess this Charter at least annually and submit any recommended changes to the Board for its consideration.