

TECHNOLOGY COMMITTEE CHARTER

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

Table of Contents	
Heading	Page Number
Purpose	1
Membership	1
Meetings and Procedures	1
Duties and Responsibilities	2

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 the Company’s technology strategy, initiatives and investments in support of the Company’s overall strategy and performance.

Membership

The Committee shall be composed of at least two directors, as determined by the Board, at least one of whom satisfies the independence requirements of the Nasdaq Global Market and has professional experience in the area of scientific and technological research and development.

The Chief Technology Officer of the Company (the “*CTO*”) 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 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.

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 where the members participating in the meeting can all hear one another.

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 the Company's 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 any experts or advisors that it believes necessary or desirable. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any such persons retained by the Committee and for ordinary administrative expenses of the Committee necessary or appropriate in carrying out its duties.

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) review, evaluate and advise the Board and Management regarding the quality, scope, direction and effectiveness of the Company's research and development programs and activities;
- (b) review, evaluate and advise the Board and Management regarding the Company's progress in achieving its research and development goals and objectives;
- (c) review, evaluate and make recommendations to the Board and Management on emerging technology opportunities and competitive issues and on the Company's internal and external investments in science and technology;
- (d) monitor, identify, evaluate and advise the Board and Management regarding competing solar power technologies and new and emerging developments in solar power science and technology;
- (e) review, evaluate and advise the Board and the Chief Executive Officer regarding the composition and quality of the research and development team;
- (f) provide general oversight of matters relating to the protection of the intellectual property of the Company;

(g) oversee the management of risks related to the Company's technology portfolio and information technology platforms; and

(h) 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.