

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Charter (the “*Charter*”) of the Nominating and Corporate Governance 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 assist the Board in discharging the Board’s responsibilities relating to:

- (a) the identification of qualified candidates to become Board members;
- (b) the selection of nominees for election as directors at the next annual meeting of stockholders (or special meeting of stockholders at which directors are to be elected);
- (c) the selection of candidates to fill any vacancies on the Board;
- (d) the development and recommendation to the Board of a set of corporate governance guidelines and principles applicable to the Company (the “*Corporate Governance Guidelines*”);
- (e) oversight of the evaluation of the Board and Company management; and

- (f) monitoring of compliance with the Company's Code of Business Conduct and Ethics, including reviewing the adequacy and effectiveness of the Company's internal rules and procedures to ensure compliance with applicable laws and regulations.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise such other powers and carry out such other responsibilities as may be delegated to it by the Board from time to time consistent with the Company's Articles and Bylaws, as amended from time to time (the "*Constitutional Documents*").

The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval; and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers and responsibilities delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

MEMBERSHIP

The Committee shall be composed of at least two directors, as determined by the Board, each of whom:

- (a) satisfies the independence requirements of the Nasdaq Stock Market, and
- (b) has experience, in the business judgment of the Board, that would be helpful in addressing the matters delegated to the Committee.

The members of the Committee, 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 or 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 any provisions of the Company's Constitutional Documents that are 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 every member participating can hear each other.

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 desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including any non-management director who is not a member of the Committee.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for 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 that are necessary or appropriate in carrying out its duties. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

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

DUTIES AND RESPONSIBILITIES

Recommend Candidates for Election as Directors

At an appropriate time prior to each annual meeting of shareholders at which directors are to be elected or re-elected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such prospective member of the Board as the Committee, in the exercise of its judgment, has found to be well qualified and willing and available to serve.

For purposes of the foregoing, the Committee may consider the following criteria, among others the Committee shall deem appropriate, in recommending candidates for election to the Board:

- personal and professional integrity, ethics and values;
- experience in corporate management, such as serving as an officer or former officer of a publicly-held company, and a general understanding of marketing, finance and other elements relevant to the success of a publicly-held company in today's business environment;
- experience in the Company's industry;
- experience as a board member of another publicly-held company;
- academic expertise in an area of the Company's operations;

- practical and mature business judgment, including ability to make independent analytical inquiries; and
- nature of and time involved in the candidate's service on other boards and/or committees.

Review Performance of Directors

The Committee shall, at least annually, review the performance of each current director and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.

The Committee shall oversee the Board in the Board's annual review of the Board's own performance (including its composition and organization) and the performance of Company management, and will make appropriate recommendations to improve performance.

Recommend Corporate Governance Practices

The Committee may make recommendations to the Board regarding corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including the Company's Constitutional Documents, this Charter and the charters of the Company's other committees.

Monitor Compliance with Code of Business Conduct and Ethics

The Committee shall monitor compliance with the Company's Code of Business Conduct and Ethics, including reviewing the adequacy and effectiveness of the Company's procedures to ensure proper compliance.

Recommend Corporate Governance Guidelines and Other Matters

The Committee shall develop and recommend to the Board the Corporate Governance Guidelines and appropriate changes thereto and review the adequacy and effectiveness of the Company's procedures to ensure proper compliance with them.

The Committee shall consider, develop and recommend to the Board such policies and procedures with respect to the nomination of directors or other corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the U.S. Securities and Exchange Commission or otherwise considered to be desirable and appropriate in the discretion of the Committee.

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.

Report to Board

The Committee shall periodically report to the Board on its findings and actions.

Review Board and Committee Size and Structure

The Committee shall periodically review the size of the Board, and recommend to the Board the size that is most effective in relation to future operations.

The Committee shall review the Board's committee structure and composition and make recommendations to the Board regarding the appointment of directors to serve as members of each committee and committee chair annually.

New Director Orientation

The Committee shall develop and oversee a Company orientation program for new directors and a continuing education program for current directors, periodically review these programs and update them as necessary.

Review Director Relationships

The Committee shall review annually the relationships that each director has with the Company (directly or as a partner, shareholder, or officer of an organization that has a relationship with the Company).