

**WHISTLEBLOWER POLICY**
**Whistleblower Policy and Procedures (the “Policy”) of Canadian Solar Inc. and its  
Subsidiary Entities**


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<b>Table of Contents</b>		
<b>Heading</b>		<b>Page Number</b>
<b>INTRODUCTION</b>		<b>1</b>
<b>INTENT OF POLICY</b>		<b>2</b>
<b><i>POLICY</i></b>		<b>2</b>
	<i>Types of Concerns to be Reported</i>	<b>2</b>
	<i>Financial Reporting and Disclosure</i>	<b>2</b>
	<i>Fraudulent Activity</i>	<b>2</b>
	<i>Breaches of the Code and Other Compliance Policies</i>	<b>2</b>
	<i>Retaliation or Retribution Against an Employee Who Reports a Concern</i>	<b>2</b>
<i>Reporting Channels</i>		<b>3</b>
<i>Investigation</i>		<b>4</b>
<i>Reporting</i>		<b>4</b>
	<i>To the Audit Committee</i>	<b>4</b>
	<i>To Executive Management</i>	<b>4</b>
	<i>To the Claimant</i>	<b>4</b>
<i>Protection from Retaliation</i>		<b>4</b>
<i>Retention of Records</i>		<b>4</b>
<b>ROLES AND RESPONSIBILITIES</b>		<b>5</b>
<i>Audit Committee</i>		<b>5</b>
<i>Compliance Officer and/or Director of Internal Audit</i>		<b>5</b>
<i>Human Resources</i>		<b>5</b>
<i>Business Units and Executive Management</i>		<b>6</b>
<i>All Employees</i>		<b>6</b>

**INTRODUCTION**

Canadian Solar Inc. ("**CSI**") is committed to maintaining the highest standards of conduct and ethics in the way that it conducts its business. The Code of Business Conduct and Ethics (the "**Code**") of CSI and its subsidiary entities (the "**Company**") describes the standard of conduct and ethics required of all directors, officers and employees (together, the "**employees**") of the Company.

## INTENT OF POLICY

The Code requires all employees to report concerns with respect to violations of the Code (the “*Concerns*”), including incidents of retaliation against employees who report Concerns in good faith. It is in the interests of all stakeholders of the Company that all Concerns be reported so that they can be properly addressed.

This Policy is a supplement to the Code and is intended as a control to help safeguard the integrity of the Company’s financial reporting and business dealings by supporting adherence to the Code, including the reporting of Concerns, protecting employees who report Concerns in good faith and setting out procedures for the receipt, retention and treatment of documents relating to reported Concerns.

## POLICY

### Types of Concerns to be Reported

All employees have a responsibility to report Concerns, including Concerns reported by external parties such as customers and suppliers, and to cooperate with the investigation of reported Concerns.

This Policy deals with Concerns related to the following areas:

***Financial Reporting and Disclosure*** – examples include falsification or destruction of business or financial records; misrepresentation or suppression of financial information; non-adherence to internal accounting and financial reporting policies/controls/procedures, including management over-rides; auditor independence concerns; and violations of applicable laws and regulations, including the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”), relating to accounting and accounting and auditing controls and procedures.

***Fraudulent Activity*** – examples include theft; misappropriation of money or property; unlawful or improper payments; and fraud against investors, securities fraud and fraudulent statements to the SEC or the investing public.

***Breaches of the Code and Other Compliance Policies*** – examples include insider trading; market manipulation; corrupt practices, including giving or receiving bribes or kickbacks or other improper benefits; conflicts of interest concerns; illegal, deceptive or anti-competitive sales practices; violations of applicable laws and regulations; and non-compliance with internal compliance policies.

***Retaliation or Retribution Against an Employee Who Reports a Concern*** – examples include statements, conduct or actions involving discharging, demoting, suspending, threatening, harassing or in any other manner discriminating against an employee who reports a Concern in good faith in accordance with this Policy.

## Reporting Channels

There are several channels through which employees may report Concerns. Consideration should be given to the nature of the Concern in choosing the most appropriate channel.

	Channel	Contact Details
1.	Chain of Communication	The Company has well-established procedures to enable employees to escalate Concerns through the normal chain of communication (ie, their supervisors and members of the Human Resources Group). This should be the channel of choice for most Concerns, particularly those relating to Human Resources matters
2.	Contact the Compliance Officer	Jianyi Zhang +86 512 689 65204 jianyi.zhang@canadiansolar.com
3.	Contact the Director of Internal Auditing	Siewpeng Seow +86 512 689 66328 siewpeng.seow@canadiansolar.com
4.	Call the Whistleblower Hotline	Toll free (US & Canada): +1 877 370 0799 Worldwide: +1 519 823 7477 China: +86 512 6690 8088 ext 66888
5.	Write to the Whistleblower Email	whistleblower@canadiansolar.com
6.	Deposit a handwritten letter in a designated mailbox	Designated whistleblower mailboxes are located at the Company's offices and other facilities

The Company will treat all reported Concerns seriously and deal with them expeditiously.

All Concerns may be reported on an anonymous basis. If a Concern is reported anonymously, the identity of the individual reporting the Concern (the "**Claimant**") will not be known to the Company. **Important Note:** Reporting anonymously can limit the ability of the Company to thoroughly investigate a reported Concern if insufficient information is provided.

The Company's customers, suppliers and business partners and other external parties may also report Concerns.

Concerns reported through the Whistleblower Hotline are automatically directed to the Chair of the Audit Committee, the Compliance Officer and the Director of Internal Audit.

All significant Concerns, including significant Concerns reported by external parties, will be provided to the Chair of the Audit Committee and/or the Compliance Officer and/or the Director of Internal Audit (the “*Primary Recipient*”), as appropriate, depending on the nature of the Concern, to ensure independent review, investigation and disposition.

### **Investigation**

Upon receipt of a significant Concern, the Primary Recipient will evaluate the severity of the Concern to determine whether an internal or external investigation is required.

The Primary Recipient will then assign the investigation accordingly and maintain oversight of the investigation to ensure appropriate and timely resolution.

### **Reporting**

*To the Audit Committee* – The results of investigations of all significant Concerns will be reported to the Audit Committee quarterly or more frequently if necessary.

*To Executive Management* – The results of investigations of all Concerns will be reported to the appropriate senior officers of CSI (“*Executive Management*”) in order to advise them of the disposition and/or to ensure proper resolution of the Concerns.

*To the Claimant* – The results of investigations of all Concerns will be reported to the Claimant where possible.

### **Protection from Retaliation**

In investigating Concerns, the Company will protect the confidentiality and anonymity of the Claimant to the fullest extent possible, consistent with the need to conduct an adequate review of the Concerns. **Important Note:** The Company is not obligated to protect the confidentiality and anonymity of external parties (ie, non-employees) who report Concerns.

The Company will protect from retaliation any employee who reports a Concern in good faith in accordance with the methods described in the Code or this Policy. Retaliation against the employee will not be tolerated. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline which could include termination of employment.

### **Retention of Records**

The Company will retain all documents relating to Concerns reported to the Company for at least five years from the date that the Concern was reported, after which the documents may be destroyed unless the documents may be relevant to any pending or potential litigation, inquiry or investigation, in which case the documents may not be destroyed and will be retained for the duration of the litigation, inquiry or investigation and thereafter as necessary.

## **ROLES AND RESPONSIBILITIES**

### **Audit Committee**

The role and responsibilities of the Audit Committee are as follows:

- Reviewing and recommending approval of this Policy to the Board of Directors
- Overseeing the whistleblower program
- Receiving, investigating and taking action with respect to significant Concerns, where appropriate, including those involving Executive Management and those involving violations or potential violations of applicable laws and regulations and questionable practices relating to corporate reporting and disclosure, accounting and auditing controls and procedures, securities compliance and other matters pertaining to fraud against shareholders

### **Compliance Officer and/or Director of Internal Audit**

The role and responsibilities of the Compliance Officer and/or the Director of Internal Audit are as follows:

- Developing and maintaining this Policy
- Overseeing the operation and maintenance of the Whistleblower Hotline
- Receiving, investigating and taking action with respect to significant Concerns, other than those under the direct supervision of the Audit Committee
- As appropriate, referring Concerns to other departments or Human Resources for handling
- Communicating with employees who have raised concerns
- Reporting to the Audit Committee, Executive Management and/or the external auditors of the Company
- Consolidating, filing and retaining records of all Concerns received together with the status and results of their investigation

### **Human Resources**

The role and responsibilities of Human Resources are as follows:

- Consulting on the development and maintenance of this Policy
- Communicating the Code and this Policy to employees
- Conducting or assisting in the investigation of Human Resources Concerns and reporting the results to the Compliance Officer and/or the Global Director of Internal Audit

## **Business Units and Executive Management**

The role and responsibilities of the Business Units and Executive Management are as follows:

- Communicating and reinforcing the Code and this Policy
- Conducting or assisting in the investigation of Concerns reported through the Chain of Communication or external parties and/or directing them to Human Resources and/or the Compliance Officer and/or the Global Director of Internal Audit and/or the Chair of the Audit Committee for investigation as appropriate

## **All Employees**

The role and responsibilities of all employees are as follows:

- Complying with the Code and this Policy
- Assisting with the investigation of Concerns when required