

## CANADIAN SOLAR INC

<b>MEETING DATE</b>	Mon, 27 Jun 2016	<b>TYPE</b>	AGM	<b>ISSUE DATE</b>	Fri, 17 Jun 2016
<b>MEETING LOCATION</b>	Kirkland & Ellis International LLP, 11th Floor, HSBC Building, Shanghai IFC, 8 Century Avenue, Pudong New District, Shanghai 200120, People's Republic of China				
<b>CURRENT INDICES</b>	PIRC Global				
<b>SECTOR</b>	Semiconductors and related devices				

<b>PROPOSALS</b>		<b>ADVICE</b>
<b>1.01 Elect Shawn (Xiaohua) Qu</b>	Chairman and CEO. Combined roles at the head of the Company which Triodos does not support. There should be a clear division of responsibilities at the head of the Company between the running of the board and the executive responsibility for the running of the Company's business. No one individual should have unfettered powers of decision. Combining the two roles in one person represents a concentration of power that is potentially detrimental to board balance, effective debate, and board appraisal. A withhold vote is recommended.	<b>Withhold</b>
<b>1.02 Elect Robert McDermott</b>	Lead Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board. He is chair of the Nomination Committee and less than 20% of the Board are women which Triodos does not support.	<b>Withhold</b>
<b>1.03 Elect Lars-Eric Johansson</b>	Non-Executive Director. Not considered independent owing to a tenure of over nine years. There is insufficient independent representation on the Board.	<b>Withhold</b>
<b>1.04 Elect Harry E. Ruda</b>	Independent Non-Executive Director.	<b>For</b>
<b>1.05 Elect A. (Luen Cheung) Wong</b>	Independent Non-Executive Director.	<b>For</b>
<b>2 Appoint the Auditors and Allow the Board to Determine their Remuneration</b>	Deloitte Touche Tohmatsu Certified Public Accountants LLP proposed. Non-audit fees represented 243.41% of audit fees during the year under review and 86% on a three-year aggregate basis. This level of non-audit fees raises serious concerns about the independence of the statutory auditors. The current auditor has been in place for more than ten years. There are concerns that failure to regularly rotate the audit firm can compromise the independence of the auditor. Triodos withholds support for this resolution.	<b>Withhold</b>

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