



CORPORATE GOVERNANCE GUIDELINES ARRAY TECHNOLOGIES, INC.

PURPOSE

The Board of Directors (the “Board”) of Array Technologies, Inc. (the “Company”) has adopted these Corporate Governance Guidelines (these “Guidelines”) as a general framework to assist the Board in carrying out its responsibility for the business and affairs of the Company to be managed by or under the direction of the Board.

In discharging responsibilities as a director, a director is entitled to rely in good faith on reports or other information provided by Company management, independent auditors, and other persons as to matters the director reasonably believes to be within such other person’s professional or expert competence and who has been selected with reasonable care by or on behalf of the Company.

The Board’s principal responsibility is one of oversight. Management of the Company is responsible for implementing the Company’s strategic plan; identifying and managing risk; making and keeping the books and records of the Company; preparing the Company’s financial statements and determining that they are complete, accurate, and in accordance with generally accepted accounting principles; establishing satisfactory disclosure controls and internal control over financial reporting; and timely reporting to the Board. The independent auditor is responsible for auditing the Company’s financial statements and the effectiveness of the Company’s internal control over financial reporting. The Company’s internal and outside counsel are responsible for assuring compliance with laws and regulations and the Company’s corporate governance policies.

BOARD COMPOSITION

Size. The Company’s Amended and Restated Bylaws currently provide that the authorized number of directors will be fixed exclusively by resolution of the Board. The Board will periodically review the appropriate size of the Board.

Independence. A majority of the members of the Board shall be independent in accordance with the requirements of the rules of NASDAQ; There shall be no more than two management directors on the Board at any time. Currently, the Company’s Chief Executive Officer is the only management director. The Nominating and Corporate Governance Committee shall be responsible for reviewing the qualifications and independence of the members of the Board, and the Board shall make an affirmative determination that members determined to be independent do not have any relationships with the Company and its businesses that would interfere with their independent judgment in carrying out the responsibilities of a director. In connection with these determinations, the Nominating and Corporate Governance Committee reviews information regarding transactions, relationships, and arrangements involving the Company and its businesses and each director that it deems relevant to independence, including those required by NASDAQ rules.

Over boarding. No director may serve on more than four public company boards (including the Company’s Board). No director that is an executive officer of a public company may serve



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on more than two public company boards (including the Company's Board). No member of the Audit Committee may serve simultaneously on the audit committee of more than three public companies (including the Audit Committee).

Election / Appointment / Term. The members of the Board shall be elected annually by stockholders. Directors will be nominated for election based on the recommendations of the Nominating and Corporate Governance Committee.

Selection of Board Nominees. The Board has overall responsibility for the selection of candidates for nomination or appointment to the Board. The Nominating and Corporate Governance Committee will recommend director candidates to the Board for nomination or appointment. The Board's policy is to encourage selection of directors who will contribute to the Company's overall corporate goals, as further described below.

The Board and the Nominating and Corporate Governance Committee will annually review the experience and characteristics appropriate for Board members and director candidates in light of the Board's composition at the time, and the skills and expertise needed for effective operation of the Board and its committees.

The Director Criteria the Board considers, based on the recommendations of the Nominating and Corporate Governance Committee, will include:

- 1. Ethics.** Directors should be persons of good reputation and character who conduct themselves in accordance with high personal and professional ethical standards, including the policies set forth in the Company's Code of Business Conduct.
- 2. Conflicts of Interest.** Each director should not, by reason of any other position, activity or relationship, be subject to any conflict of interest that would impair the director's ability to fulfill the responsibilities of a member of the Board.
- 3. Independence.** The Board will consider whether directors and nominees will be considered independent under the standards of the NASDAQ, and the heightened independence standards for audit committees and compensation committee under the securities laws.
- 4. Business and Professional Activities.** Directors should maintain a professional life active enough to keep them in contact with the markets and/or the industry in which the Company is active. A significant position or title change will be seen as reason to review a director's membership on the Board.
- 5. Experience, Qualifications, and Skills.** Directors should be persons who have achieved prominence in their field and who also possess deep experience in areas of importance to the Company, such as general management, finance, renewable energy, innovation and technology, manufacturing and supply chain, global perspectives, public company leadership, regulatory and government relations, corporate governance, risk management, cybersecurity, and environmental, social and governance (ESG) initiatives. The Nominating and Corporate Governance Committee seeks directors who have established records of significant accomplishment in leading large, complex organizations. Directors should possess integrity, independence, energy, forthrightness, strong analytical skills, and commitment to devote the necessary time and attention to

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the Company's affairs. Directors also should possess the capacity and willingness to challenge and stimulate management, exercise sound judgment, and demonstrate the ability to work as part of a team in an atmosphere of trust and candor. Directors should be committed to representing the interests of all shareholders and not to advancing the interests of special interest groups or constituencies of shareholders.

- 6. Time / Participation.** Directors should have the time and willingness to carry out their duties and responsibilities effectively, including time to study informational and background materials and to prepare for meetings. Directors should attempt to arrange their schedules to allow them to attend all scheduled Board and committee meetings. The Board will consider the participation of and contributions to the activities of the Board for any director recommended for re-nomination.
- 7. Board Evaluation.** The Board will consider the results of the annual Board evaluation in its Board refreshment strategy.
- 8. Over boarding.** Accepting a directorship with another company that the director did not hold when elected or appointed to the Board will be seen as a reason to review a director's membership on the Board.
- 9. Diversity.** The Board seeks a membership that, as a whole, possesses the mix of experiences, skills, expertise and qualifications necessary to support the current and future success of the Company and function effectively in light of the Company's current and evolving business circumstances and risks. The Board seeks to achieve over time a mix of directors with diverse skills, backgrounds, experience, and viewpoints, including with respect to gender, race, ethnicity, age, sexual orientation, and nationality. In seeking the best candidates, the Board does not discriminate on any basis. Moreover, in order to ensure that the Board maintains fresh perspectives, the Nominating and Corporate Governance Committee also works to achieve a mix of relatively newer and longer-tenured directors.
- 10. Tenure / Retirement.** The Board does not believe that there should be a fixed term or retirement age for directors but will consider each director's tenure and the average tenure of the Board.

BOARD STRUCTURE AND OPERATIONS

Board Leadership. The Board will periodically appoint a chairperson of the Board. Both independent and management directors, including the CEO, are eligible for appointment as the chairperson. If the chairperson is not an independent director, the Board will designate a lead independent director. The Company will appropriately disclose the name of the chairperson and any lead independent director or method by which interested parties may contact the independent directors. The Board will conduct an annual assessment of its leadership structure to determine that the leadership structure is the most appropriate for the Company, taking into account the recommendations of the Nominating and Corporate Governance Committee.

Board Committees. The standing committees of the Board will include the Audit Committee, Human Capital Committee, and the Nominating and Corporate Governance Committee. The

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Board may, from time to time, establish additional standing committees and ad hoc committees, from time to time, taking into account the recommendations of the Nominating and Corporate Governance Committee.

Committee Charters. Each standing committee shall have a written charter that shall be approved by the full Board. Each committee charter shall state the purpose of the committee and reflect the responsibilities that the committee has undertaken. Each standing committee shall review its charter annually and recommend amendments to it as appropriate to reflect changes in the committee's responsibilities, applicable law or regulations, and other relevant considerations.

Committee Membership. Committees and their chairs shall be appointed by the Board on recommendation of the Nominating and Corporate Governance Committee. Nominating and Corporate Governance Committee will take into account the experience and expertise needed to fulfill each committee's responsibilities in its annual review of committee membership. It is the Board's policy that only independent directors shall serve on the standing committees. The members of the standing committees shall at all times meet the requirements of applicable law and listing standards. These include heightened independence criteria that apply to Directors serving on the Audit Committee and Human Capital Committee under applicable law and listing standards.

Committee Meetings. Each committee shall establish an annual schedule of meetings each year. The chair of the committee, in consultation with members of management, if appropriate, shall determine the agenda of that committee's meetings. Information regarding matters to be considered at committee meetings shall be distributed to committee members a reasonable period of time before such meetings. In some cases, due to timing or the sensitive nature of an issue, materials are presented only at the committee meeting. The chair of each committee shall report on the activities of the committee to the Board following committee meetings, and minutes of committee meetings shall be distributed to all directors for their information.

Board Meetings. The Board shall meet at least quarterly at such times and places as it deems necessary to fulfill its responsibilities. The agenda and materials for Board meetings will be prepared by the Board chairperson in consultation with the other Board members. The Board shall keep minutes of its proceedings. The Board is governed by the rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements set out in the Company's Amended and Restated Bylaws.

Executive Sessions. Independent directors will meet on a regularly scheduled basis in executive sessions without the CEO or other members of the Company's management. The Board may invite any individuals to its meetings as it deems appropriate. However, the Board shall meet regularly without such individuals present.

Attendance. Board members are expected to devote sufficient time and attention to prepare for, attend and participate in Board meetings and meetings of committees on which they serve, including advance review of meeting materials that may be circulated prior to each meeting.

The Company expects each Board member to attend all regularly scheduled Board meetings and all regularly scheduled meetings of any committee upon which such Board member

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serves. Additionally, each domestically-based Board member is expected to attend at least two regularly scheduled Board meetings per year in person, and each internationally-based Board members is expected to attend at least one regularly scheduled Board meeting per year in person.

Board Compensation. Only non-employee directors receive fees for serving on the Board. The Human Capital Committee annually reviews compensation (including benefits) for non-employee directors and makes recommendations to the full Board as to the form and amount of compensation. It is appropriate for the management of the Company to report once a year to the Human Capital Committee the status of Board compensation in comparison to compensation paid to directors at peer companies having similar size, scope and complexity. Directors are reimbursed for reasonable travel expenses incurred in connection with their duties as directors.

Stock Ownership of Non-Employee Directors. The Board believes that it is important for each director to have a financial stake in the Company to help align the director's interests with those of the Company's stockholders. Each non-employee director is required to own beneficially own Company common stock. The specific stock ownership requirements are found in the Executive and Director Stock Ownership Guidelines. Under this policy, non-employee directors are prohibited from selling any common stock of the Company unless they are in compliance with these guidelines. Ownership guidelines are reviewed each year to ensure they continue to be effective in aligning directors' and shareholders' interests.

Onboarding / Education. The Company will provide new members of the Board with appropriate onboarding briefings, and the full Board with educational resources and opportunities related to fiduciary duties and other matters as may be appropriate or requested by the Board.

Outside Advisors. The Board shall have the authority, in its sole discretion, to retain and terminate investment banks, outside legal counsel, and such other advisors as it deems necessary to fulfill its duties and responsibilities. However, the Board shall not be required to implement or act consistently with the advice or recommendations of any investment bank, outside legal counsel or other advisor, and the authority granted in these Corporate Governance Guidelines shall not affect the ability or obligation of the Board to exercise its own judgment in fulfillment of its duties. The Board shall set the compensation and retention terms and oversee the work of any investment bank, outside legal counsel, or any other advisors. Any communications between the Board and its outside legal counsel will be privileged communications.

Funding. The Board shall receive appropriate funding from the Company, as determined by the Board, for the payment of compensation to any investment bank, outside legal counsel and any other advisors, and the ordinary administrative expenses of the Board that are necessary or appropriate in carrying out its duties.

Delegation of Authority. The Board shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more committees as the Board may deem appropriate in its sole discretion.

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Access to Management and Information In order to fulfill their oversight responsibilities, Directors shall have free access to Company management and employees. The Board encourages the Board chairperson or CEO to invite members of management to make presentations at Board meetings in order to provide particular insights into aspects of the Company's business or to provide individuals with exposure to the Board for purposes of management development. Management shall be responsive to all requests for information from Board members.

Books and Records. The Board will have access to the Company's books, records, facilities, and personnel.

Confidentiality. Directors, like all employees, are required to maintain the confidentiality of information entrusted to them by the Company or any other confidential information about the Company that they receive from any source in their capacity as a director, except when disclosure is legally required or specifically authorized by the Board. Directors are expected to take all appropriate steps to minimize the risk of disclosure of confidential communications coming to them from the Company as well as confidential discussions and decisions by or among directors and by or among the directors and management. All discussions that occur at meetings of the Board or a Board committee are deemed confidential, except to the extent disclosure may be legally required. Directors may not use confidential information for their benefit or for the benefit of persons or entities outside the Company or in violation of any law or regulation including insider trading laws and regulations. Directors are subject to these obligations with regard to confidential information during and after their service on the Board. For purposes of this guideline, "confidential information" is all non-public information relating to the Company, including, but not limited to, information that could be useful to competitors or otherwise harmful to the Company's interests or objectives, if disclosed.

BOARD DUTIES AND RESPONSIBILITIES

A director is expected to discharge his or her director duties, including duties as a member of a committee on which the director serves, in good faith and in a manner the director reasonably believes to be in the best interests of the Company. The authority and responsibilities of the Board shall include:

- 1. Strategic Plan.** To set the direction of the Company and monitor management to ensure that the Company achieves its objectives; to review, monitor and approve the overall operating, financial and strategic plans, operating goals, and performance of the Company.
- 2. Reporting and Compliance Systems.** To ensure that Company management maintains an effective system for timely reporting to the Board or appropriate Board committees and to the public as required on the following: (1) the Company's financial and business plans, strategies and objectives; (2) the financial results and condition of the Company and its business segments; (3) significant accounting, regulatory, competitive, litigation and other external issues affecting the Company; and (4) systems of control which promote accurate and timely reporting of financial information to stockholders and compliance with laws and corporate policies.

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- 3. Risk Oversight.** To understand the principal risks associated with the Company's business on an ongoing basis, and oversee the key risk decisions of management, which includes comprehending the appropriate balance between risks and rewards.
- 4. Disclose Relationships.** To disclose promptly to the Board any existing or proposed relationships with the Company (other than service as a Board member or on Board committees) which could be required to be disclosed or could affect the independence of the director under applicable listing standards, including direct relationships between the Company and the director and his or her family members, and indirect relationships between the Company and any business, nonprofit or other organization in which the director is a general partner or manager, officer, or significant stockholder, or is materially financially interested.
- 5. Shareholder Engagement.** To ensure that the Company maintains an active dialogue with shareholders so that their perspectives are thoughtfully considered; and to review shareholder proposals properly submitted and, based on the recommendations of the Nominating and Corporate Governance Committee, respond as appropriate.
- 6. Annual Shareholders Meeting.** To attend the Company's annual shareholders meeting unless unusual circumstances make attendance impractical.
- 7. Corporate Culture.** To devise and maintain a human capital management system and a corporate culture that promote compliance with legal and regulatory requirements and the ethical conduct of the Company's business.
- 8. Sustainability.** To promote the long-term sustainable growth of the Company, including considering the social and environmental goals of the Company.
- 9. Management Succession Planning.** To approve, based on the recommendations of the Nominating and Corporate Governance Committee, an Officer succession plan.
- 10. Board Evaluation.** To review the results of the annual board evaluation conducted by the Nominating and Corporate Governance Committee to determine whether the Board and its committees are functioning effectively.
- 11. Corporate Governance Documents.** To review and approve any amendments to the Company's Amended and Restated Certificate of Incorporation, Amended and Restated Bylaws, Code of Business Conduct, these Corporate Governance Guidelines, and other corporate governance policies, based on the recommendations of the Nominating and Corporate Governance Committee.

OTHER GUIDELINES AND POLICIES

In addition to these Guidelines and the committee charters, the Board and its committees will from time to time establish operating procedures, guidelines and policies that pertain to their respective oversight functions. The Corporate Secretary is charged with maintaining copies of these guidelines and policies.