



POLICY

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SUBJECT: ANTI-BRIBERY AND CORRUPTION POLICY

ANTI-BRIBERY AND CORRUPTION POLICY

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00	Initial Document Creation	Apr 6, 2016	Management	Board of Directors
01	Comprehensive Update	Dec 9, 2020	Management	Board of Directors
02	Minor Revisions	Dec 8, 2022	Management	Board of Directors
03	Comprehensive Update	May 9, 2023	Y. Fushman	Board of Directors
04	Annual Update	December 10, 2024	Y. Fushman	Board of Directors

1. DEFINITIONS

1.1 In this Policy:

- 1.1.1 **"Applicable Laws"** means all applicable anti-bribery and anti-corruption laws, rules and regulations existing in or applying to jurisdictions in which Northland operates including but not limited to the CFPOA, the UK *Bribery Act*, the US *Foreign Corrupt Practices Act*.
- 1.1.2 **"Authorized Meals"** is defined in section 6.4.
- 1.1.3 **"Bribe"** means an offer or gift of anything of value to gain an improper advantage or to improperly influence the recipient's actions.
- 1.1.4 **"Canada"** includes (i) any political subdivision of Canada; (ii) the government, and any department or branch, of Canada or of a political subdivision of Canada; and (iii) any agency of Canada or of a political subdivision of Canada.
- 1.1.5 **"CFPOA"** means the Canadian *Corruption of Foreign Public Officials Act*.
- 1.1.6 **"Community Support Register"** means Northland's centralized register, administered by the Compliance Officer, of all payments to community organizations that are not registered charities (or equivalent) pursuant to section 10.3.2.
- 1.1.7 **"Compliance Officer"** means the Northland's officer responsible for the enforcement and administration of this Policy. The Compliance Officer is the Chief Legal Officer of Northland or his/her delegate.
- 1.1.8 **"Designated Third Party"** means any third parties, including without limitation agents, representatives, consultants, advisors, strategic partners, technology providers and contractors that Northland determines shall be bound by this Policy as a condition of doing business with Northland, including the third parties referred to in section 7.1 of this Policy.
- 1.1.9 **"Facilitation Payment"** means a payment of a minor nature generally made to a Public Official to expedite or secure a routine or necessary administrative process or action which is part of the Public Official's usual responsibilities, including but not limited to the: (i) issuance of a permit, licence or other document to qualify a person to do business, (ii) processing of official documents such as visas and work permits, (iii) provision of services normally offered to the public, such as postal service, telecommunications, power and water supply, and (iv) provision of services normally provided as required, such as police protection, loading and unloading of cargo, protection of perishable products or commodities from deterioration or the scheduling of inspections related to contract performance or transit of goods.
- 1.1.10 **"Foreign State"** means a country other than Canada and includes (i) any political subdivision of that country; (ii) the government, and any department or branch, of that country or of a

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political subdivision of that country; and (iii) any agency of that country or of a political subdivision of that country.

1.1.11 **"Gift"** is defined in section 6.4.

1.1.12 **"Gift Register"** means Northland centralized register, administered by the Compliance Officer, of all Authorized Meals and Token Gifts (as defined in section 6.4.1.1) with a Public Official and any gift with a value of over CAD\$250, or such threshold as otherwise set by the Compliance Officer, given to any individual.

1.1.13 **"Northland"** means Northland Power Inc., its affiliates and its subsidiaries.

1.1.14 **"Northland Representative"** means Personnel and Designated Third Parties.

1.1.15 **"Personnel"** means Northland's employees, officers and directors.

1.1.16 **"Policy"** means this global anti-bribery and corruption policy.

1.1.17 **"Public Official"** means (i) a person who holds a legislative, administrative or judicial position of Canada or a Foreign State and includes a candidate for public office and all employees or officials; (ii) a person who performs public duties or functions for Canada or a Foreign State, including a person employed by a board, commission, corporation or other body or authority that is established to perform a duty or function on behalf of Canada or the Foreign State, or is performing such a duty or function ; or (iii) an official or agent of a public international organization that is formed by two or more states or governments, or by two or more such public international organizations. For example, without constituting an exhaustive list, a Public Official may be (i) an employee, officer or director of a government agency or government-owned or controlled business, (ii) an employee of a public international organization such as the United Nations, the World Bank and others, (iii) any person acting on behalf of a government, for example as an official advisor, (iv) a candidate for political office, (v) a member of a royal family, or (vi) a person acting in an official capacity in an Indigenous community or an Indigenous governing body of Canada or of a Foreign State.

1.1.18 **"Public Official Meeting Register"** means Northland centralized register, administered by the Compliance Officer, of all meetings with Public Officials that are required to be logged therein pursuant to the terms of this Policy.

1.1.19 **"Token Gift"** is defined in section 6.4.

2. GENERAL

2.1 Northland carries on business and is pursuing business in Canada and in multiple jurisdictions around the world. Northland takes a zero-tolerance approach to bribery and corruption. Northland does not make and will not accept illegal payments or any illegal conduct or practices and will abide by all

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Applicable Laws. This Policy must be complied with by all Northland Representatives (namely all Personnel and Designated Third Parties). Northland, its Personnel and any Designated Third Parties must promptly report any suspected contraventions of the Policy in accordance with Section 13. Periodic anti-corruption training will be provided to all Personnel.

- 2.2 Northland Representatives are required to read, understand, sign off on and abide strictly by this Policy and must promptly report any suspected violations of the Policy. Alleged violations of this Policy will be investigated, and violations will result in appropriate sanctions, up to and including termination of employment or termination of any engagement of any Designated Third Party.
- 2.3 Any questions or concerns with respect to this Policy are to be directed to the Compliance Officer. Nothing in this Policy is intended to limit or restrict the application of the Northland's *Code of Business Conduct and Ethics*.
- 2.4 It is impossible to describe exhaustively the circumstances that could give rise to a concern over potential improper payments. A non-exhaustive list of Red Flags can be found in Appendix B to this Policy.

3. COMMITMENT TO POLICY

- 3.1 Northland is committed to conducting business ethically, with integrity and transparency, and in accordance with Applicable Laws. Northland, including its management, intends to promote and maintain a culture of ethics and compliance and to create and maintain a trust-based and inclusive internal culture of individual accountability in which bribery and corruption in any form are not tolerated. This Policy reflects this commitment to deploy means and assist in the prevention of bribery and corruption in Northland's business dealings and to maintain Northland's reputation. It is also crucial that Northland avoids even the appearance of improper interaction or inappropriate conduct with Public Officials or private counterparties.

4. PURPOSE OF THE POLICY AND APPLICABLE LAWS

- 4.1 The purpose of the Policy is to reiterate Northland's full compliance with both domestic and foreign anti-corruption legislation in all jurisdictions in which Northland conducts business activities, by establishing rules and providing guidance regarding such compliance. This includes compliance with all Applicable Laws. The penalties for violating Applicable Laws can be severe, both for Northland and for the individuals involved, including significant corporate and individual fines, and imprisonment.
- 4.2 The Policy explains Northland's and its Personnel's responsibility to comply with the Applicable Laws and to ensure that any Designated Third Parties do the same. The Policy provides information and guidance on how to recognize and deal with bribery and corruption and to ensure that all have a clear and consistent understanding of their responsibility for following and upholding the Policy.

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4.3 The Policy complements and should be read in conjunction with the Northland *Code of Business Conduct and Ethics*. In the event of any inconsistency in the requirements between the two documents, the most stringent requirements shall be followed.

4.4 As Applicable Laws, rules and regulations vary between jurisdictions and may have extra-territorial application, Northland and Northland's Representatives will be expected to comply with the principles set out in the Policy in respect of its and their conduct in all jurisdictions where Northland operates, even where compliance with the Policy prohibits conduct that may otherwise be permitted by the local law of a particular jurisdiction.

5. APPLICATION OF THE POLICY

5.1 This Policy applies to Northland and Northland's Representatives (which include Personnel and Designated Third Parties).

5.2 Northland and all Northland Representatives must comply with the Policy and are required to act consistently with the Policy when acting on Northland's behalf. The business of Northland shall be conducted in accordance with the Policy, which applies to all dealings with Public Officials, Canada, Foreign States, non-governmental commercial entities, and individuals.

6. THE POLICY

6.1 Prohibition of Bribery and Improper Payments

6.1.1 Northland and Northland's Representatives shall not directly or indirectly, including in order to obtain or retain an advantage in the course of business, offer, agree to give, facilitate or participate in any Bribe, payment, kickback, reward, loan, advantage or benefit of any kind to any party in any form in order to obtain, retain or secure an improper advantage or concession, or to cause the party to violate a legal duty or misuse their position; nor shall Northland nor Northland's Representatives directly or indirectly receive any Bribe, payment, kickback, reward, loan, advantage or benefit of any kind from any party for similar purposes.

6.1.2 This prohibition applies worldwide, without exception, and without regard to regional customs, local practices or competitive conditions.

6.2 Prohibition of Facilitation Payments

6.2.1 Facilitation Payments are prohibited by the CFPOA and other Applicable Laws. Northland and Northland's Representatives shall not directly or indirectly make or agree to make Facilitation Payments.

6.3 Lobbying

6.3.1 Most jurisdictions regulate how professional and in-house lobbyists may interact with government representatives, and in particular, elected officials. Such regulations generally

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define the types of activities that constitute "lobbying", and may require, among other things, lobbyist registration, payment of fees, and disclosure of the subject matter of the lobbying activity.

6.3.2 When dealing with Public Officials, Northland and its Personnel:

a) shall comply with the requirements of any applicable local lobbying legislation or regulations, including any registration and reporting obligations;

6.3.3 must promptly report to the Compliance Officer for logging in the Public Official Meeting Register (i) initial contact with a Public Official, Canada, a Foreign State or a public international organization for a business purpose; and (ii) subsequent or ongoing contact with same to the extent such subsequent contacts are of a different nature or for a different purpose than the initial contact.

6.4 Gifts, Including Meals and Entertainment to Public Officials

6.4.1 General prohibitions on Gifts to Public Officials

6.4.1.1 All entertainment, gifts (including of cash or cash equivalent, *i.e.*, gift cards or vouchers), meals, invitations to any Northland-sponsored events, travel expenses or other corporate hospitality (referred to collectively as "**Gifts**") to Public Officials or their families, in any event, are prohibited, with the exception of token gifts of no or small value ("**Token Gifts**") and meals, subject to Applicable Laws of reasonable value (the "**Authorized Meals**"), that meet the criteria set out in sections 6.4.2 and 6.4.3, as applicable.

6.4.1.2 Gifts from Public Officials to Northland Representatives, including meals, are permissible on a reciprocal basis, *i.e.* provided they would be permissible pursuant to sections 6.4.2 and 6.4.3 if they were provided by a Northland Representative to a Public Official.

6.4.2 Exception: Token Gifts

6.4.2.1 Token Gifts should never be offered or provided to Public Officials or their families to exert improper influence or to obtain an improper business benefit or advantage;

6.4.2.2 Token Gifts must be permitted or required under the laws of the foreign state or public international organization for which the foreign public official performs duties or functions;

6.4.2.3 A gift of any amount of cash is by definition not a Token Gift; and

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6.4.2.4 Token Gifts must be immediately reported to the Compliance Officer for recording in the Gift Register.

6.4.3 Exception: Authorized Meals

6.4.3.1 Authorized Meals should never be offered or provided to Public Officials or their families to exert improper influence or to obtain an improper business benefit or advantage.

6.4.3.2 Authorized Meals must meet the following requirements:

- a) They must not be provided with the intention to influence or reward a Public Official for obtaining or retaining business or an exchange of favours (and must not be potentially so perceived);
- b) They must be permitted or required under the laws of Canada or of the Foreign State or public international organization for which a Public Official performs duties or functions;
- c) They must be directly related to:
 - i. the promotion, demonstration or explanation of Northland's products and services;
 - ii. a pre-existing or ongoing business relationship between Northland and the Public Official; or
 - iii. the execution or performance of a contract between Northland and Canada or the Foreign State for which a Public Official performs duties or functions.
- d) Their commercial value is reasonable;
- e) They must not be frequent or recurrent (the frequency restriction);
- f) They must be attended by at least one Northland Representative;
- g) They must be consistent with industry practice;
- h) They must be offered and paid for in Northland's name;
- i) They must not be inappropriate in order to avoid reputational damage to Northland;
- j) They are subject to the prior express written consent of the Compliance Officer; and

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- k) They must be immediately reported to the Compliance Officer for recording in the Gift Register.

6.5 Gifts, Including Meals and Entertainment to persons that are not Public Officials

6.5.1 Giving or receiving Gifts of reasonable value is considered acceptable business practice when offered to, or received from, a person that is not a Public Official as a goodwill gesture with no expectation that the recipient will use their influence improperly, including for Northland's benefit. Northland's Representatives must comply with Northland's *Code of Business Conduct and Ethics* and other applicable policies when giving or receiving Gifts. For more details respecting Gifts, see Appendix A of this Policy.

6.5.2 Gifts exceeding \$CAD250 in value, or such threshold as is otherwise set by the Compliance Officer, must be immediately reported to the Compliance Officer for recording in the Gift Register.

6.5.3 Giving or receiving cash payments is strictly prohibited and any exception must be compliant with the Applicable Laws and authorized by the Compliance Officer.

6.6 Books and Records and Internal Controls

6.6.1 Persons who engage in corrupt business practices often attempt to conceal their activity through the manipulation of accounting and other records. To address this, the CFPOA and some Applicable Laws contain provisions that specifically create offences for failure to keep accurate business records.

6.6.2 Northland and its Personnel shall employ internal controls under which Northland maintains books, records and accounts which, in reasonable detail, accurately and fairly reflect the substance of Northland's business transactions, and shall not misstate facts, omit relevant information or alter or delay the creation of business records to mislead or to assist others in doing so. In particular:

- a) Northland's financial records, books and accounts must accurately and fairly reflect its transactions and dispositions of assets in sufficient detail to facilitate a full understanding and audit trail in accordance with the requirements of applicable accounting and auditing standards;
- b) No secret or unrecorded fund may be established or maintained for any purpose and no false or misleading entry, document or an unrecorded bank account that obscures the true purposes of the underlying transaction shall ever be made in Northland's books and records; and
- c) No payment on behalf of Northland should be approved without adequate supporting documentation or made with the intention or understanding that all or

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part of any such payment is to be used for any purpose other than that described by the documents supporting the payment.

6.6.3 Northland shall devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that transactions are (i) executed in accordance with management's general or specific authorization and (ii) recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for assets.

6.7 Willful Blindness

6.7.1 Northland's Representatives shall not deliberately ignore (or "turn a blind eye to") facts that may give rise to a suspicion of an improper payment or any other violation of this Policy. Wilful blindness to bribery is deemed by Canadian and other Applicable Laws to be equivalent to being a party to the bribery offence and is subject to the same penalties.

7. AGENTS

7.1 In certain jurisdictions, third parties, including but not limited to agents, consultants, contractors, advisors, strategic partners may be retained by Northland to represent Northland or act on its behalf. As Applicable Laws may not distinguish between acts committed by Northland and acts committed by others that may assist Northland in its business activities, all such third parties become automatically a Designated Third Party to which this Policy applies in addition to any Applicable Laws.

7.2 All Designated Third Parties must be subject to Northland's Third-Party intermediary due diligence process, as administered by the Compliance Officer. All Designated Third Parties engaged by Northland to provide services must enter into a valid written contract that has been approved by the Compliance Officer. No Consulting Agreement shall be entered into with a Designated Third Party until the due diligence has been completed and the Compliance Officer has approved it.

7.3 Consultant agreements that provide for success fees upon obtaining a permit, license or other government approval require a high level of scrutiny and may not be entered into without the express prior written consent of the Compliance Officer.

7.4 When engaging foreign Designated Third Parties, Northland's Representatives should use the form of Consultancy Agreement provided by Northland's legal group. If a different form of agreement is used, it must be evaluated and approved, in each instance, by a member of Northland's legal group to ensure that adequate ethical behaviour provisions are included. If the potential agent or consultant refuses to include Northland's ethical behaviour provisions in the proposed agreement, the matter must immediately be referred to the Compliance Officer.

7.5 Once a Designated Third Party has entered into a Consultancy Agreement, such Designated Third Party must complete the Anti-Bribery and Corruption for Third Parties training module(s) and execute

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a written certificate of completion that will be kept on record by the Compliance Officer or his/her delegate.

7.6 The most senior executive of the Northland business unit engaging a Designated Third Party shall ensure that the Designated Third Party is complying with this Policy.

8. INTERNATIONAL PROJECT ASSESSMENT OF ETHICAL RISKS

8.1 The Compliance Officer or his/her delegate must be informed as soon as practicable of each proposed new international project pursuit.

8.2 Where the project is in a jurisdiction in which Northland has not operated in the prior three years, the Compliance Officer or his/her delegate shall ensure that a preliminary risk assessment is performed and shall deliver a summary risk assessment to the Investment Committee executive in writing.

8.3 The Compliance Officer or his/her delegate, in conjunction with appropriate internal resources, shall develop a local action plan in respect of each international jurisdiction in which Northland is developing or conducting business.

9. POLITICAL CONTRIBUTIONS

9.1 Monetary donations to politicians and political parties are strictly prohibited.

9.2 It is improper and a violation of this Policy for Northland's Representatives to require or pressure any person, including other Personnel, to make monetary donations to politicians or political parties.

10. CHARITABLE DONATIONS, SPONSORSHIPS AND COMMUNITY OR INDUSTRY SUPPORT

10.1 As noted in Northland's Community Investment Policy and Commitment to Local Communities and Indigenous Peoples, Northland supports the making of contributions to the communities in which it operates, and permits reasonable donations to charities and other non-profit agencies and associations.

10.2 All appropriate and reasonable steps must be taken to verify and confirm that any contemplated contribution does not constitute an illegal payment, a Bribe or a violation of any Applicable Laws or this Policy.

10.3 Without limiting the foregoing, community contributions are permissible only on the following conditions:

10.3.1 All such contributions must be consistent with this Policy and Northland's Community Investment Policy and have received any applicable approvals set out therein;

10.3.2 To the extent a contribution is being made to a local community organization that is not a registered charitable organization (or equivalent) in its jurisdiction;

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- 10.3.3 Reasonable Due Diligence, coordinated by the Compliance Officer, must be completed to the satisfaction of the Compliance Officer prior to making any contribution;
- 10.3.4 The organization must execute an agreement in a form approved by the Compliance Officer agreeing to comply with the CFPOA, the Applicable Laws and any other applicable local legislation, and specifically not to direct any funds provided by Northland, directly or indirectly, to any Public Official or Foreign State or otherwise make any payment that might be considered a Bribe or a violation of Applicable Laws;
- 10.3.5 A record of compliance with this Policy must be maintained in the Community Support Register; and
- 10.3.6 In no case shall payments in the nature of donations, community support or co-existence payments be made directly to individuals other than where authorized by the Compliance Officer in accordance with section 6.5 of this Policy, and any Gifts to individuals must be compliant with sections 6.4 and 6.5 of this Policy.

11. RED FLAGS

- 11.1 There may be circumstances in which Northland's Representatives become aware of facts that do not in themselves disclose a potential improper payment, but that may nevertheless raise a concern or suspicion regarding the propriety of a payment or the actions of any person in relation to Northland's business (referred to as "**Red Flags**"). A non-exhaustive list of Red Flags can be found in Appendix B to this Policy.

12. TRAINING

- 12.1 Northland shall determine its requirements for anti-corruption training based on a risk assessment considering its particular circumstances, and shall implement such training program(s) as may be appropriate. Training requirements shall be initially assessed within three months of the coming into effect of the Policy, and re-assessed periodically thereafter and updated, as necessary. All Personnel shall complete mandatory anti-corruption training as Northland considers appropriate. Periodic refresher training will be provided to Personnel deemed to be at a higher risk with more exposure to the "Red Flag" areas (as discussed above).

13. COMPLIANCE AND ENFORCEMENT

13.1 Personnel

13.1.1 Written confirmation of the compliance with the Policy

- 13.1.1.1 Northland shall obtain an annual written confirmation from each member of its Personnel certifying that they have read, understood and undertake to fully comply with the Policy, and that they are not aware of any violations or potential or suspected violations of the Policy.

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13.1.2 Report process for a violation of the Policy

13.1.2.1 Northland depends on its Personnel to report any actual, potential or suspected violations of the Policy, or any potential "Red Flags" (as discussed above) so that Northland can take appropriate actions to address any issues. All Northland's Representatives are required to report to the Compliance Officer any information that comes to their attention in relation to any actual, potential or suspected violations of the Policy, or any potential "Red Flags" (as discussed above). Please refer to Northland's Whistleblower Policy for details on the reporting procedures, including several available channels for filing a report, *i.e.* through your supervisor, the Anonymous Reporting Hotline or the Audit Committee Chair. Any reports of violations will be subject to Northland's non-retaliation commitment in its Whistleblower Policy.

13.1.2.2 As further detailed in the Northland's Whistleblower Policy, reports filed through the Hotline can be done in the following ways:

Verbally by Phone:

Toll-free numbers and are available in the following regions:

+ 1 8336664256 (Americas)

+ 49 8001811518 (Europe & Asia)

Secured Online Portal:

<https://northlandpower.integrityline.com/>

By Mail:

CONFIDENTIAL

Northland Power Inc.

Attention: Chief Administrative and Legal Officer

30 St. Clair Avenue West, 3rd Floor

Toronto, Ontario M4V 3A1 Canada

13.1.3 No retaliatory action for reporting a violation of the Policy

13.1.3.1 No retaliatory action will be taken or tolerated against any person for providing good faith information, in a disinterested way, either internally or to a government authority, or for participating in any proceeding concerning alleged violations of the Policy.

13.1.3.2 Northland ensures and guarantees the confidentiality of the identity of any person for providing good faith information, either internally or to a government authority, or for participating in any proceeding concerning alleged violations of the Policy.

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13.1.4 Disciplinary action for violating the Policy

- 13.1.4.1 Violations of this Policy are taken very seriously. Any Personnel who (i) participates in the violation of the Policy, (ii) has direct knowledge of potential violations of the Policy and fails to report them, (iii) authorizes a violation, (iv) improperly or negligently supervises a person who commits a violation, (v) hinders or misleads investigations regarding potential violations of the Policy or (vi) attempts to retaliate against an employee who reports a suspected violation or who participates in any proceeding concerning alleged violations of the Policy, shall be subject to disciplinary actions (and potential legal proceedings) up to and including the termination of their position within Northland.

14. Audits and Risk Mitigation Procedures

- 14.1 Internal audits shall be conducted periodically to monitor the operation of the Policy and to provide assurance that they are effective in countering bribery and corruption. Northland shall regularly identify bribery and corruption risks in its business and implement adequate risk-based procedures aimed at preventing bribery and corruption from occurring. All Personnel and Designated Third Parties will be advised of material amendments to the Policy.

15. Key Contacts

- 15.1 The Compliance Officer is responsible for administering this Policy, including training and periodic monitoring of its implementation. Questions pertaining to this Policy, its purpose and application can and should be directed to the Compliance Officer.
- 15.2 If any Personnel or Designated Third Parties (i) have any questions regarding the Policy (including the Applicable Laws referred to), or (ii) are unsure about whether or how the Policy applies in a given situation, they should communicate with: Yonni Fushman, Compliance Officer at yonni.fushman@northlandpower.com. In the event that the Compliance Officer is unavailable, all queries can be directed to Rémi Tremblay, Head of Corporate Legal of Northland at remi.tremblay@northlandpower.com.

This Policy is reviewed on an annual basis.

Confirmed by the Board of Directors on December 10, 2024.

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Appendix "A"

General Guidelines Respecting Gifts to Persons who are not Public Officials

A gift, gratuity or favor is defined as any tangible item or service of value or purchase at a price lower than that which is widely available, any favor that enhances the employee (or members of their family or friends) materially or beyond normally acceptable and reasonable hospitality, including but not limited to monies and/or credit or service discounts.

In determining whether a gift is appropriate, you should ask yourself the following four key questions:

Is the purpose of the gift proper?	Northland wants to be awarded business from all of its clients based upon merit, quality and the reliable and successful projects it delivers. No gift shall ever be given to obtain or retain business or an advantage in the conduct of business, to influence the recipient's decision making or to gain an unfair advantage for Northland.
Could the purpose of the gift appear improper?	The type of gift, manner of giving it, timing or other factors can create an appearance that the gift or business courtesy is improper. You must always consider whether there is a reasonable possibility that an objective observer would believe that the offer or gift is being made to influence the recipient's decision making or to gain an unfair advantage for Northland.
Does the gift violate any of the recipient's policies or laws?	Corruption is a particular problem in dealing with Public Officials because different and stricter rules apply to them than apply to private sector clients. Because of this, gifts to Public Officials are prohibited with the exception of Authorized Meal of Token Gifts as provided in the Policy.
Does the gift violate Northland's policies?	Certain gifts may violate one or more of Northland's internal policies. Particulars must be given to political contributions and activities. Moreover, Gifts that are in poor taste, indecent, sexually oriented or in some other way inconsistent with Northland's values must never be given.

Generally, gifts:

- a. must not be offered or provided with the improper intention of influencing the recipient to do something in return that would benefit Northland or to not do something that would benefit Northland;
- b. must be reasonable and customary, in type and value, in Canada or in the Foreign State where the business is being done, whichever custom is more modest;
- c. must not include cash or cash equivalent (i.e., vouchers, gift certificates);
- d. must be provided openly, not secretly, and in Northland's name and not in the name of the individual employee;

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- e. must never be of a value or nature, or given in a circumstance that could cause embarrassment to either Northland or the recipient;
- f. must never be given to spouses, family members or friends of Northland's clients; and
- g. must be adequately supported by documentation and all associated expenditures and must be accurately recorded in reasonable detail in Northland's books and records and in accordance with Canadian accounting policies and procedures.

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Appendix "B"

Red Flags

While the following may not necessarily be actual examples of bribes or bribery, they are, at a minimum, "Red Flags" which should trigger further inquiry and notice to the Compliance Officer for guidance.

- A Gift (or request for Gift) to/from a Public Official, other than an Authorized Meals or Token Gifts.
- A Public Official pointing you in the direction of a specific intermediary to act on Northland's behalf.
- A request from a Public Official for a small fee to "oil the wheels" (e.g., to make a governmental permission/act occur more quickly).
- A request for unusually high or additional agent's or consultant's fees (are out of line with market rates or excessive/unjustified for the work undertaken).
- Unnecessary third parties or multiple intermediaries performing similar functions.
- Requests for payments to different companies or through different companies.
- A request for cash payments, payments to be made to a location in which the recipient is not domiciled or other convoluted or unusual forms of payment.
- A counterparty that requests payment to a third party (e.g., relatives and charities) not referenced in the contract or agreement or involving several individuals and companies where there is no obvious relationship among the entities.
- Business occurs in a country where Northland has little or no prior experience and business contacts.
- A recent news accounts of payments, Bribes or kickbacks relating to the Foreign Country.
- Rumours regarding unethical or suspicious conduct by other officers, employees or consultants in the country.
- Requests for reimbursement of expenses that are poorly documented.
- Requests for unusual favours for third parties.
- The provision of unusually lavish corporate hospitality or a request that Northland provide such hospitality, even if the request is framed as customary.
- Requests to draw payment from an incorrect account.
- A refusal by a third party to accept an anti-corruption clause in an agreement or by a Designated Third Party to certify compliance with the Policy.
- A third party does not fully and truthfully disclose all of the information requested by Northland or by a Northland Representative.

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- A third party requests that his/her identity not be disclosed.
- Transactions where money or property is passed through a consultant or representative with the aim of obtaining or influencing certain government actions or approval.
- A Northland Representative favours or promotes a particular service provider or supplier when there is no obvious benefit to Northland or when other providers offer better value services.
- A suggestion that some form of reward would be appropriate in return for past or future business or government action or inaction.
- Doing business where unofficial or off the record payments or gifts are said to be part of local custom and business practice.
- Dealing with a third party who is a Public Official or has a personal, family or business relationship with a Public Official.