



NORTHLAND POWER INC.

GOVERNANCE AND NOMINATING COMMITTEE CHARTER

Purpose of the Governance and Nominating Committee

The Governance and Nominating Committee (the "**Governance Committee**") is appointed by the Board of Directors (the "**Board**") of Northland Power Inc. (the "**Corporation**") to assist the Board with respect to the Corporation and any other corporations, trusts, partnerships or other entities which may be owned or controlled by the Corporation from time to time (the "**Entities**"), in:

- (i) overseeing the development of the Corporation's approach to environmental, social and governance ("**ESG**") issues, which include climate change, diversity, and human rights matters;
- (ii) recommending new Board candidates;
- (iii) recommending the Chair of the Board, Lead Director (if any), chairs of each committee of the Board and nominees to each committee of the Board;
- (iv) assessing the effectiveness of the Board and the committees of the Board as a whole and the contribution of individual members; and
- (v) overseeing orientation for new Board members.

Composition and Meeting Procedures of the Governance Committee

The Governance Committee shall observe and adhere to the composition framework and meeting procedures for Committees set out in the Mandate of the Board of Directors. The Governance Committee shall meet at least twice per year or more frequently as it deems necessary to fulfill its responsibilities.

Role of the Chair

The Chair shall:

- (a) provide leadership to the Governance Committee with respect to its responsibilities as described in this Charter;

- (b) establish the agenda for all Governance Committee meetings and review briefing materials for such meetings;
- (c) establish the frequency of Governance Committee meetings and review such frequency from time to time, as considered appropriate, or as requested by the Board or the Governance Committee;
- (d) call and preside at meetings of the Governance Committee;
- (e) prepare a workplan for the Governance Committee which would be reviewed and updated at a minimum on an annual basis;
- (f) communicate with the chair of the Board and the chairs of the other Board committees as necessary; and
- (g) monitor the effectiveness of the Governance Committee and ensure that it has the support necessary from the Corporation's external advisors to fulfill its responsibilities.

Responsibilities of the Governance Committee

The responsibilities of the Governance Committee are:

- (i) *Board Candidates and Nominees*
 - (a) Subject to the provisions of the Corporation's articles, to identify and consider candidates to fill positions on the Board with a view to ensuring that the Board has the appropriate balance of knowledge, experience, skills, expertise and diversity.
 - (b) The Governance Committee shall select and recommend to the Board the nominees for election as directors by the shareholders of the Corporation.
 - (c) To oversee the implementation of an orientation program for new directors and committee members, as required.
- (ii) *Board Composition and Procedures*
 - (a) To ensure a process is in place to monitor legislated and best practices which relate to the responsibilities of the Board.

- (b) To review periodically with the Board the composition of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole.
- (c) Consider in advance scheduled retirements of directors and alerting the Board as to which committees will be affected.
- (d) Review and manage compliance with the Corporation's Director Governance Policy and make recommendations to the Board regarding any exceptions to such policy.
- (e) To review periodically the size of the Board and to recommend to the Board any appropriate changes to ensure effective decision-making.
- (f) To make recommendations on the conduct of Board meetings.

(iii) Board Committees

- (a) To periodically make recommendations to the Board regarding the purpose, size and composition of each standing committee of the Board, including the identification of individuals qualified to serve as members of a committee, including the Governance Committee, and to recommend individual directors to fill any vacancy that might occur on a committee, including the Governance Committee.
- (b) To review periodically the charters of the committees of the Board and make recommendations, as deemed appropriate, with respect to such charters.

(iv) Governance

- (a) To monitor trends and best practices in ESG matters and make recommendations, as deemed appropriate.
- (b) To annually review corporate governance practices and legislative and policy requirements applicable to the Corporation and the Corporation's policies and, if appropriate, recommend modifications.

- (c) To review and recommend to the Board indemnification of the directors and officers of the Corporation and of the directors and officers of the Entities as well as insurance matters.
- (d) To review the disclosure of the Corporation's governance practices as required by National Instrument 58-101.
- (v) *Evaluation of the Board*
 - (a) To undertake and review with the Board an annual written performance evaluation of the Board, each committee (including the Governance Committee, the Board Chair, Lead Director (if any), each director, each committee Chair and the members of each committee, which shall include the standard of performance and contribution of all directors and the effectiveness of the Board and its committees.
 - (b) To engage external advisors, if deemed appropriate, to assist with the aforementioned performance evaluation.
 - (c) Recommend any changes or improvements to the structure of the Board and/or its committees, any policies of the Corporation and any governance practices or processes arising out of the aforementioned performance evaluation.

Authority and Resources of the Governance Committee

The Governance Committee has the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties including any search firm to be used to identify director candidates. For greater certainty the Governance Committee has the authority to retain, at the Corporation's expense, special legal, accounting or such other advisors, consultants or experts it deems necessary in the performance of its duties;
- (b) set and require the Corporation to pay the compensation for any advisors employed by the Governance Committee. The Corporation shall at all times make adequate provisions for the payment of all fees and other compensation, approved by the Governance

Committee, to any consultants or experts employed by the Governance Committee; and

- (c) conduct any investigation which it considers appropriate, and to communicate directly with and have direct access to the officers and employees of the Corporation and the Entities, as applicable.

The Governance Committee may form and delegate authority and duties to subcommittees as it deems appropriate.

This Charter will be reviewed on an annual basis.

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