

## NORTHLAND POWER INC.

### ANTI-BRIBERY/ANTI-CORRUPTION POLICY

#### Purpose

1. Northland Power Inc., through its affiliates (“**Northland**” or the “**Corporation**”), carries on business in Canada and internationally and is pursuing further business in multiple foreign jurisdictions around the world. Northland is committed to full compliance with all applicable laws relating to bribery and corruption in the jurisdictions where the Northland conducts business.
2. This Policy is intended to ensure that Northland Representatives as defined below shall not offer or make corrupt payments to any person, including public officials or private individuals, in order to obtain or retain business for Northland or to obtain a business advantage for Northland.
3. Northland Representatives are required to read, understand, sign off on and abide strictly by this 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 Third Party engagement.
4. Any questions or concerns with respect to the same are to be directed to the Compliance Officer. Nothing in this Policy is intended to limit or restrict the application of the Corporation’s Code of Business Conduct and Ethics.

#### Application

5. This Policy applies to:
  - a. Northland and all its affiliates;
  - b. All directors, officers and employees (“**Personnel**”) of Northland; and
  - c. Any third parties, including without limitation agents, representatives, consultants and contractors that Northland determines shall be bound by this Policy as a condition of doing business with the Corporation (“**Third Parties**”).

This Policy is intended to complement and enhance any anti-corruption policy adopted by an affiliate of Northland and is not intended to limit or restrict the application of any such policy.

6. For the purposes of this Policy:
  - a. “**Northland Representative**” means Personnel and Third Parties;
  - b. “**Public Official**” means any person who holds a legislative, administrative or judicial position of any kind in Canada or outside of Canada, and includes a

candidate for public office and all employees or officials of: (i) a government department or agency, (ii) a government-owned or government-run organization or enterprise, (iii) a public international organisation (e.g. the United Nations), or (iv) a political party (a “**Public Body**”).

- c. “**Compliance Officer**” means the Corporation’s officer responsible for the enforcement and administration of this Policy. The Compliance Officer is the General Counsel of Northland.

## **Prohibition of Corrupt Payments**

- 7. ***Canadian and Foreign Prohibitions:*** Canadian laws prohibit corrupt payments to Public Officials, whether domestic or foreign. The Criminal Code prohibits corrupt payments to federal, provincial and municipal Public Officials. The *Corruption of Foreign Public Officials Act* prohibits corrupt payments to foreign Public Officials, and the concealment of such corrupt payments on the company’s books and records. The consequences of violating Canadian anti-corruption laws are severe and include fines (no maximum for corporations), imprisonment for individuals (up to 14 years) and entail long-term embarrassment and reputational harm for the Corporation and any individuals involved. Corrupt payments are also prohibited by foreign laws wherever the company does business with equally severe consequences for the Corporation and individuals.
- 8. ***Bribes and Bribery:*** Northland Representatives shall not give or offer to give a financial advantage or benefit of any kind to a person (including a Public Officials) in order to influence any act or decision of that person in relation to the Corporation’s business or to obtain that person’s assistance or influence with respect to any act or decision of the person’s employer, including a Public Body, that the person represents or of which the person is an official.
- 9. ***Soliciting or Receiving Bribes:*** Northland Representatives are prohibited from soliciting or receiving a financial advantage or benefit of any kind from a person (including a Public Official) in order to influence the Corporation in any manner.
- 10. ***Offers to Bribe:*** A mere offer or promise to pay a bribe is also prohibited and will be treated under this Policy with equal severity as an actual bribe.
- 11. ***Payments by Third Parties:*** It is also prohibited to use the services of a Third Party to offer or give a bribe.
- 12. ***Willful Blindness:*** Northland Representatives shall not deliberately ignore (or "turn a blind eye to") facts that may give rise to a suspicion of an improper payment. Willful blindness to bribery is deemed by Canadian and foreign law to be equivalent to being a party to the bribery offence and is subject to the same penalties.

## **Facilitation Payments**

- 13. ***Facilitation Payments:*** In some countries, it may be local practice for low-level Public Officials to request payments of nominal value in order to speed up routine administrative

acts such as the issuance of permits, visas and other official documents, or the delivery of government services such as police protection or mail services. These types of payments are known as “facilitation payments”. Facilitation payments are strictly prohibited by this Policy.

### **Obligation to Report**

14. All Northland Representatives are required to report to the Compliance Officer any information that comes to their attention in relation to any actual or suspected improper payments made, offered or promised by anyone on behalf of the Corporation or requested by a third party.

### **Red Flags**

15. There may be circumstances in which Northland 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 the Corporation’s business (referred to as "**Red Flags**"). Such concerns or suspicions must be reported promptly to the Compliance Officer.
16. 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 the Appendix to this Policy.

### **Gifts, Hospitality & Entertainment**

17. Reasonable gifts and entertainment (“**Hospitality**”) are acceptable business practice when offered to a person as a goodwill gesture with no expectation that the recipient will use their influence improperly for Northland’s benefit. Northland Representatives must comply with the Corporation’s Code of Business Conduct and Ethics and other applicable policies when giving or receiving Hospitality.
18. Hospitality for Public Officials entails greater risk and may only be offered or provided in accordance with the guidelines below. Such acts of Hospitality must:
  - a. be reasonable and customary under the circumstances;
  - b. not be motivated by a desire to influence the public official inappropriately;
  - c. be tasteful and consistent with generally accepted standards for professional courtesy;
  - d. be provided openly and transparently;
  - e. be given in good faith and without expectation of reciprocity;
  - f. in the case of gifts, be provided in connection with an event or occasion where a gift would be customary;
  - g. in the case of hospitality and travel, be provided in connection with a legitimate business purpose;
  - h. not be provided with such regularity or frequency as to create an appearance of impropriety or undermine the purpose of this Policy; and
  - i. comply with the local law of jurisdiction of the Public Official.

19. Hospitality expenses must be fully and accurately recorded in writing in accordance with Corporation procedures, indicating the names of the public official(s) and other persons who were the beneficiaries of the hospitality.

### **Political Contributions**

20. Monetary donations to foreign politicians and political parties are generally to be avoided and may only be made with the prior written approval of CEO upon the recommendation of the Compliance Officer.

### **Due Diligence**

21. Northland Personnel will advise the Compliance Officer (or regional legal counsel as designated by the Compliance Officer) prior to taking the following actions and conduct appropriate integrity due diligence as directed by the Compliance Officer:
  - a. Engaging a Third Party who will be representing Northland or acting on its behalf;
  - b. Acquiring or merging with another company or business; or
  - c. Entering into a joint venture or partnering with another entity.

### **Administration and Enforcement**

22. 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.
23. All queries in respect of this policy can be directed to the Compliance Officer. In the event that the Compliance Officer is unavailable, all queries can be directed to Senior Legal Counsel of Northland.

Confirmed by the Board of Directors on December 8, 2021.

## Appendix

### 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 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).
- A request for cash payments or payments to be made to a location in which the recipient is not domiciled.
- 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.
- The provision of unusually lavish corporate hospitality or a request that Northland provide such hospitality, even if the request is framed as customary.
- A refusal by a Third Party to accept an anti-corruption clause in an agreement.
- Transactions where money or property is passed through a consultant or representative with the aim of obtaining or influencing certain government actions or approvals.
- 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.