



NORTHLAND POWER INC.

HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

Purpose

The Human Resources and Compensation Committee (the “**HRCC**”) is appointed by the Board of Directors (the “**Board**”) of Northland Power Inc. (the “**Corporation**”) to assist the Board in fulfilling its oversight responsibilities relating to human resources and compensation matters of the Corporation and of the Board.

Composition and Meeting Procedures

The HRCC shall observe and adhere to the composition framework and meeting procedures for Committees set out in the Mandate of the Board of Directors. The HRCC shall meet at such times as it deems necessary to fulfil its responsibilities.

Responsibilities

The responsibilities of the HRCC include, but are not limited to, the following:

Human Resources Matters

1. Overseeing and reviewing the development and implementation of the Corporation’s human resources strategy, including the Corporation’s organizational structure as it relates to the Executive Officers (defined below), and human resources programs that support the Corporation’s business strategy such as performance management and talent development, and reporting to the Board in respect thereof.
2. Reviewing the Corporation’s diversity and inclusion policies and initiatives applicable to the Corporation’s employee base and business operations, and reporting to the Board in respect thereof.

Compensation Matters

3. Reviewing and recommending to the Board for its approval the Corporation’s compensation strategy to ensure that management is afforded the appropriate incentives and is rewarded appropriately for contributions to the Corporation’s growth and profitability and that the executive compensation strategy supports the Corporation’s objectives and shareholder interests. The HRCC shall ensure that the Corporation has an appropriate executive compensation philosophy, program and governance model that does not incent any undue risk-taking behaviour.

4. The HRCC may require that a stress test audit of the Corporation's executive compensation program be conducted at any time to evaluate the Corporation's ability to meet its executive compensation requirements in respect thereof.
5. Evaluating the performance of the President and Corporation's Chief Executive Officer ("CEO") in light of the Corporation's business strategy and market performance, and making recommendations to the Board with respect to the CEO's compensation (including benefits, bonuses, perquisites, and grants of awards under the Corporation's compensation plans) based on the HRCC's evaluation.
6. Reviewing the performance evaluations and compensation recommendations from the CEO in respect of the Corporation's Chief Financial Officer, Chief Operations Officer, Executive Vice-President, Development, Executive Vice-President, Construction, Executive Vice-President, Strategy and Investment Management, Chief People Officer, and Vice President and General Counsel (together with the CEO, collectively the "**Executive Officers**" and individually an "**Executive Officer**"), and making recommendations to the Board in respect thereof, including benefits, bonuses, perquisites, and grants of awards to such other Executive Officers under the Corporation's compensation plans.
7. Reviewing, recommending to the Board for its approval, and directing management to administer the Corporation's compensation plans (and any other securities compensation arrangement). The HRCC is also responsible for reviewing and recommending to the Board any grants of awards based on the recommendation of the CEO under the Corporation's Long-Term Incentive Plan, Deferred Share Unit Plan, Restricted Share Unit Plan, or any under other compensation plan implemented by the Board from time to time.
8. Reviewing and recommending to the Board for its approval the executive compensation and human resources disclosure section of the Corporation's annual management information circular and other public filings before the Corporation publicly discloses such information.
9. Reviewing and monitoring proxy advisory firms' voting recommendations in respect of the Corporation's approach to CEO and executive compensation, and results of shareholders' say-on-pay.
10. Reviewing periodically the adequacy and form of compensation for directors, including recommending to the Board the compensation of the Chair of the Board, annual director retainers, committee chair and membership retainers, meeting fees, and whether retainers are paid in cash, equity or any combination thereof, with the overall purpose of ensuring director compensation realistically reflects the responsibilities and risks involved in being an effective director, and recommending any changes to the Board. If the Chair of the Board is a member of the HRCC, then the Chair will be absent from the deliberations and vote of the HRCC on such individual's compensation.

11. Performing such other compensation related duties as may be required by the Board from time to time.

Hiring and Succession Planning of Executive Officers

12. Recommending to the Board the appointment of the CEO and the CEO's recommendation in respect of the other Executive Officers, and any employment agreements, severance arrangements including any retirement arrangements, severance payments or any similar arrangements to take effect in the event of a termination of employment and any change in control agreements/provisions, and any special or supplemental benefits including any on-hire equity grants for the CEO and the CEO's recommendation in respect of the other Executive Officers.
13. Overseeing the succession planning process in respect of the Corporation's CEO, and the CEO's recommendations in respect of the other Executive Officers.

Other

14. Conducting an annual review of this Charter.
15. Ensuring that the HRCC fulfills its duties and responsibilities in compliance with all applicable laws and regulations.

Role of the Chair

The Chair shall:

- (a) provide leadership to the HRCC and ensures that the HRCC is properly organized, functions effectively and meets its obligations and responsibilities;
- (b) establish the agenda for all Committee meetings and review briefing materials for such meetings;
- (c) establishes the frequency of Committee meetings and reviews such frequency from time to time, as considered appropriate, or as requested by the Board or the HRCC
- (d) call and preside at meetings of the HRCC;
- (e) prepare a workplan for the HRCC which would be reviewed and updated at minimum on an annual basis;
- (f) communicate and co-ordinate with the chair of the Board and the chairs of the other Board committees as necessary; and

- (g) monitor the effectiveness of the HRCC and ensure that it has the support necessary from the Corporation's external advisors to fulfill its responsibilities.

Authority and Resources

The HRCC shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to engage, at the expense of the Corporation, external advisors and auditors that the HRCC determines to be necessary to permit it to carry out its duties.

The HRCC 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 August 10, 2023.