



## **NORTHLAND POWER INC.**

### **MANDATE FOR THE BOARD OF DIRECTORS**

As provided in its articles, Northland Power Inc. (the **"Corporation"**) shall have a board of directors (the **"Board"**) consisting of a minimum of three and a maximum of twelve directors.

#### **DUTIES OF DIRECTORS**

The Board is responsible for the stewardship of the affairs of the Corporation and all of the corporations, trusts, partnerships and other entities, which may be owned or controlled by the Corporation (the **"Entities"**). The Board seeks to discharge such responsibility by supervising the actions of management of the Corporation and the Entities.

The Board discharges its responsibilities both directly and through its committees, the Audit Committee, the Governance and Nominating Committee, the Human Resources and Compensation Committee and the Project Delivery Committee (each a **"Committee"** and collectively, the **"Committees"**). In addition to these standing Committees, the Board may appoint ad hoc committees periodically to address certain issues of a more short-term nature.

The Board's primary role is to oversee the performance of management to meet the Corporation's strategic objectives to enhance and preserve the business of the Corporation and, in this regard, shall include oversight of the Corporation's succession planning process. Other principal duties include, but are not limited to, the following matters:

#### **Board Organization**

- The Board will respond to recommendations received from the Governance and Nominating Committee, but retains responsibility for managing its own affairs, the selection of the Chair of the Board, any Lead Director (as defined herein), candidates nominated for election to the Board, Committee and Committee Chair appointments, and Committee charters and Board policies.
- The Board may delegate to Committees matters for which it is responsible, including but not limited to recommendations related to director compensation, setting corporate governance principles and guidelines, reviewing health and safety matters, overseeing environmental, social and

governance matters and strategy, conducting annual performance evaluations of the Board Chair, the Lead Director, directors, committees and Committee Chairs, and oversight of internal controls systems; however the Board retains at all times its oversight and approval function and ultimate responsibility for these matters and all other delegated responsibilities.

- The Board will regularly review and approve its size and ensure that it represents a mix of diverse skills, experiences, and abilities to ensure that the Board carries out its duties and responsibilities in the most effective manner.

### **Strategic Planning, Acquisitions, Divestments and Investments**

- The Board has responsibility to oversee a management-driven strategic planning process consistent with the investment objectives of the Corporation and the Board is responsible for approving on at least an annual basis, a strategic plan which takes into account the opportunities and risks of the business.
- The Board is responsible for reviewing, discussing and approving all material contracts, transactions, acquisitions, divestments and investments.
- The Board is responsible for providing input to management on emerging trends and issues and on management objectives and goals.

### **Monitoring of Financial Performance and Financial Statements**

- The Board is responsible for monitoring the financial performance of the Corporation and for approving the level of distributions paid by the Corporation.
- The Board is responsible for approving the Corporation's audited financial statements, interim financial reports and the notes and Management's Discussion and Analysis accompanying such financial statements.

### **Risk Oversight**

- The Board is responsible for overseeing (i) the identification of the principal risks of the Corporation's business; (ii) the implementation of appropriate systems to effectively monitor and manage such risks; and (iii) the long-term viability and sustainability of the Corporation with a view to achieving a proper balance between the risks incurred and the potential return to the Corporation.

- The Board is responsible for satisfying itself of the integrity of the CEO, establishing annual objectives for the CEO, and monitoring the CEO's progress against those objectives.
- The Board is responsible for overseeing the Corporation's cybersecurity risk management and the Corporation's strategy with respect to artificial intelligence.

### **Policies and Procedures**

- The Board is responsible for monitoring and approving material policies and procedures that are designed to ensure that the Corporation and all Entities operate within applicable laws and regulations and in accordance with ethical and moral standards.

### **Disclosures and Reporting**

- The Board has approved and will revise from time to time as circumstances warrant a disclosure policy to address communications with shareholders, employees, financial analysts, investors, governments and regulatory authorities, the media and the Canadian and international communities.
- The Board is responsible for:
  - overseeing the accurate reporting of the financial performance of the Corporation to shareholders, other securityholders and regulators on a timely and regular basis;
  - overseeing that the financial results of the Corporation are reported fairly and in accordance with generally accepted accounting standards and related legal disclosure requirements;
  - taking steps to enhance the timely disclosure of any other developments that have a significant and material impact on the Corporation; and
  - approving all prospectuses, financial statements, the Corporation's annual information form, annual and quarterly reports, reports pursuant to the *Fighting Against Forced Labour and Child Labour in Supply Chains Act*, and management information circular.

## **CHAIR OF THE BOARD**

### **Introduction**

The Board selects its chair (the “**Chair**”) from among its members to lead the Board in the course of its work. The Chair is responsible for the overall process involved in the work of the Board, as well as the development and effective performance of the Board.

The Chair provides advice and counsel to senior management of the Corporation on issues of importance to senior management or the Board.

### **Key Responsibilities of the Chair**

- lead, manage and organize the Board to ensure the Board fulfills its mandate and responsibilities;
- together with any Lead Director, ensure the appropriate procedures are in place to enable the Board to work effectively and efficiently and to function independently of management;
- prepare, or cause to be prepared, and review the agendas for all Board and, if required, shareholder meetings, in consultation with any chairs of Committees of the Board and any Lead Director, as appropriate;
- preside at all Board and shareholder meetings;
- ensure that the Board receives regular updates on all issues important to the Corporation;
- ensure that Board members understand major issues, strategy and risks;
- work closely with the Chairs of the Committees to ensure that all of the Committees’ responsibilities are carried out and that the results are reported to the Board;
- take all reasonable steps to ensure that the conduct of Board meetings facilitates discussion and provides sufficient time for proper analysis and discussion of the business under consideration;
- work collectively and individually with members of the Board to ensure optimum performance of the Board; and

- together with management, any Lead Director and any Committee Chair(s), as applicable, represent the Corporation to external groups, such as shareholders and other stakeholders, including local community groups and governments.

## **LEAD DIRECTOR**

### **Appointment**

Where the Chair is not "independent" within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, as amended from time to time, a lead director (the "**Lead Director**") shall be appointed by the Board. The Lead Director must always be "independent" within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, as amended from time to time.

The Lead Director shall facilitate the functioning of the Board independently of the senior executives of the Corporation and provide independent leadership to the Board and to the other independent directors on the Board.

### **Key Responsibilities of the Lead Director**

- work collaboratively with the Chair with respect to Board governance and Board processes;
- ensure that independent directors have adequate opportunities to meet to discuss issues without representatives of management present;
- chair separate meetings of the independent directors;
- be available to Board members who have concerns that cannot be addressed through the Chair or meetings of the Board;
- be available to counsel the Chair on matters appropriate for review in advance of discussion with the full Board;
- perform the duties of the Chair when there is an actual or potential conflict of interest or when the Chair is absent;
- as requested by the independent directors, act as a liaison between the Board and management;

- in consultation with the Chair and management, set the agenda for Board meetings;
- together with the Chair, ensure the Board has the requisite resources to support its work effectively; and
- perform other functions as may be reasonably requested by the Board.

## **BOARD MEETINGS**

Meetings of the Board shall be called and held in a manner consistent with and at any location contemplated in the Corporation's By-laws. The Board will meet at least quarterly and, in addition, once annually to review long-term and strategic planning for the Corporation, and once annually to review the budget for the upcoming financial year.

Except as provided for above, the Chair shall act as chair of all meetings of the Board at which the Chair is present. In the absence of the Chair and the Lead Director, the chair of the Audit Committee shall act as chair of the meeting. Unless otherwise determined by the Board, the Corporate Secretary of the Corporation shall act as secretary of all meetings of the Board.

The Board may invite any of the Corporation's officers, employees, advisors or any other person to attend meetings of the Board to assist in the discussion and examination of the matters under consideration by the Board.

In connection with each meeting of the Board, the Directors shall have the opportunity to meet with or without any member of management being present.

## **BOARD COMMITTEES**

### **Committee Composition**

Each Committee shall consist of at least three directors. All members of each Committee shall be fully comprised of directors who are independent directors within the meaning of National Instrument 58-110 – *Audit Committees*. Each member of the Committee shall continue to be a member until a successor is appointed by the Board, unless the member resigns, ceases to be qualified to serve or ceases to be a director. The Chair of each Committee shall be appointed by the Board.

### **Committee Meetings and Procedures**

Meetings of each Committee may be held at the call of the respective Committee Chair or upon request by two members on two days' prior notice to all members or, by agreement of all members of the Committee, without notice, and shall be held in a manner consistent with and at any location contemplated in the Corporation's By-laws.

A quorum for all meetings of each Committee shall be a majority of the members. The decision of a majority of those present at a meeting, at which quorum is present, shall be the decision of the Committee. The Committee may also act by unanimous written resolution.

The Chair shall be responsible for agendas for the Committee and agendas and briefing materials shall be prepared and circulated in advance of the meeting. Minutes of meetings of the Committee shall be kept and sent to all members and shall be maintained with the books and records of the Corporation. Unless otherwise determined by the Committee, the Corporate Secretary will act as secretary of all meetings of the Committees. The Board shall be kept informed of the activities of the Committee by periodic reports from the Chair.

Each Committee will have the opportunity to hold in camera sessions without management present as may be deemed appropriate by the Committee. The Committee may determine such additional rules of procedure it considers necessary to regulate its proceedings and business.

This mandate shall be reviewed on an annual basis.

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