

NORTHLAND POWER INC.

DIVERSITY POLICY

Purpose

Northland Power Inc. (the “**Company**”) recognizes and embraces the benefits of promoting diversity to its board of directors (the “**Board**”) and in senior management. Diversity promotes the inclusion of different perspectives and ideas, and ensures that the Company has the opportunity to benefit from all available talent. The Company believes that diversity enhances organizational strength, problem solving ability and the opportunity for innovation.

Diversity

Diversity refers to all the characteristics that make individuals different from each other, including, but not limited to, gender, geographical representation, education, experience, ethnicity, aboriginal status, age and disability.

Diversity is, and will continue to be, an important consideration in determining the composition of the Board as well as senior management. The Board has delegated the responsibility of overseeing and ensuring the implementation of this Diversity Policy (the “**Policy**”) to the Governance & Nominating Committee (the “**Committee**”).

The Company is committed to a merit based system for Board and senior management composition, based on experience, expertise, background and skills, having regard to the Company’s current and future plans. When assessing Board and senior management composition, the Company will consider candidates on such merit based system against objective criteria having due regard to the benefits of diversity and the needs of the Company and the Board. If external advisors are engaged to assist, they will be instructed to be mindful of such considerations.

The Company seeks to have a Board in which at least 30% of the directors are women.

The Company seeks to have a senior management team in which at least 25% of the members of senior management are women.

It is recognized that the achievement of the Company’s targets will be influenced by a number of factors outside of the Company’s control, such as the frequency at which relevant positions become vacant and the availability of appropriately skilled candidates.

Confirmed by the Board of Directors on December 11, 2019.