

# **NORTHWESTERN ENERGY COMPLAINT PROCEDURES REGARDING AUDITING AND ACCOUNTING MATTERS**

**OCTOBER 2015**

These complaint procedures are a supplement to the complaint procedures set forth in the Company's Code of Conduct and Ethics. The Audit Committee of the Board of Directors of NorthWestern Energy (the "Company") has developed and adopted these complaint procedures to specifically deal with auditing and accounting matters (the "Complaint Procedures"), and the procedures have been ratified by the Board of Directors. These Complaint Procedures should be interpreted in the context of all applicable laws and the Company's Restated Certificate of Incorporation and Bylaws, as amended, as well as all other corporate governance documents adopted by the Board of Directors of the Company. The Audit Committee may modify these Complaint Procedures from time to time as deemed appropriate in the best interests of the Company or as required by applicable laws.

## **COMPLAINTS BY EMPLOYEES OR RECEIVED BY THE COMPANY**

**Any complaint by a director, officer, employee of the Company or person outside of the Company regarding accounting, internal accounting controls or auditing matters of the Company will follow these procedures.**

- The complaint must be immediately reported to the Chairman of the Audit Committee, the Chief Audit and Compliance Officer, legal counsel or the employee's supervisor, who must report such complaint to the Chairman of the Audit Committee and to the Chief Audit and Compliance Officer<sup>1</sup>. The CEO and Senior Financial Officers will be notified, as appropriate, if they have no involvement in the complaint.
- Such complaints can be received either anonymously or openly, in writing or verbally, through the toll-free Compliance Line telephone number, and treated confidentially to the extent permitted by law.
- Anonymous and confidential reports should only be disclosed to those persons who have a need to know in order to carry out the investigation of the complaint.
- The Chairman of the Audit Committee shall request the Company's Chief Audit and Compliance Officer<sup>1</sup> to conduct or coordinate an appropriate, timely and impartial investigation of the complaint. A written record of the complaint and report, if any, should be kept by the Company's Chief Audit and Compliance Officer<sup>1</sup>.
- The Chief Audit and Compliance Officer<sup>1</sup> shall recommend the appropriate remedy and/or discipline to the Audit Committee, which shall take such action as it deems necessary or desirable.
- If it is determined that intentionally false or malicious information was provided in connection with the complaint and/or the investigation of the complaint, the Audit Committee and/or the Chief Audit and Compliance Officer<sup>1</sup> shall recommend that the

Company take any appropriate action including disciplinary action against the person(s) who gave such intentionally false or malicious information.

## **NO RETALIATION AGAINST EMPLOYEES**

**The Audit Committee should take reasonable steps to ensure that there is no retaliation against any person for submitting a good faith concern or providing any information regarding accounting, internal accounting controls or auditing matters of the Company.**

- There must not be any retaliation against any officer or employee for making a good faith complaint or furnishing information during any investigation of a complaint.
- Employees who believe that they have been subjected to retaliation must immediately report the matter to the Chairman of the Audit Committee, the Company's Chief Audit and Compliance Officer, legal counsel, the employee's supervisor or any director or officer of the Company, who must report such matter to the Chairman of the Audit Committee or to the Company's Chief Audit and Compliance Officer<sup>i</sup>. Upon being advised of an allegation of retaliation, the Chairman of the Audit Committee should follow the same procedures set forth above for handling a complaint.

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<sup>i</sup> If the Chief Audit and Compliance Officer is involved in the complaint, the Chairman of the Audit Committee will use discretion to notify the VP-General Counsel or other delegate to conduct or coordinate the investigation.