

**ALLETE, INC.
BOARD OF DIRECTORS
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

Purpose

The purposes of the Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of ALLETE, Inc. (the "Company") are to:

1. Provide recommendations to the Board with respect to: (a) Board organization, membership, procedure, and function; (b) committee structure and membership; (c) succession planning for the Chief Executive Officer ("CEO"); and (d) corporate governance principles.
2. Oversee the evaluation of the Board and the CEO.
3. Identify individuals qualified to become Directors and recommend the nominees to the Board of Directors at the next annual meeting of shareholders.
4. Oversee the process related to the Company's environmental, social, and governance ("ESG") matters as described in the ALLETE Corporate Sustainability Report.
5. Serve as the Executive Committee, as provided for in Article VI of the Company's Articles of Incorporation, authorized by the Board to act on matters that arise between Board meetings.

Membership

The Committee shall consist solely of three or more members of the Board who meet the independence requirements established by applicable laws and regulations, including the rules of the New York Stock Exchange, Inc. ("NYSE") and in accordance with ALLETE's Corporate Governance Guidelines.

Duties and Responsibilities

The Committee will:

1. Periodically review developments related to corporate governance and make recommendations to the Board concerning corporate governance matters for the Company, including: matters related to composition, organization, processes, and practices of the Board and policies with respect to the size of the Board; the desired qualifications of Directors in the context of the strategic direction of the Company; the types, functions, size, and membership of Board committees; meetings of the Board (including executive session); policies relating to Director resignations, retirement, and tenure; service on other boards; and any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Corporation rule, guideline, procedure, or corporate governance principle.

2. Develop and recommend to the Board standards for determining a Director's independence and provide recommendations to the Board with respect to whether an individual Director or Director nominee is independent.
3. In consultation with the Chair of the Board, oversee the process of recruiting and recommending new Directors to the Board, in accordance with the Corporate Governance Guidelines. The Committee shall not have the power to fill vacancies on the Board.
4. Oversee the orientation and the continuing education of Directors.
5. Recommend to the Board, for action at each May Board Meeting or at such other times as may be appropriate, Directors qualified to serve on or fill vacancies on each committee of the Board (including this Committee). Recommend to the Board as deemed appropriate the removal of any Director from a committee.
6. Recommend that the Board establish such special committees as may be desirable or necessary from time to time. The Committee's power to make such a recommendation under this Charter shall be without prejudice to the right of any other committee of the Board, or any individual Director, to make such a recommendation at any time.
7. Develop and recommend to the Board criteria and process for evaluating the performance of the CEO and lead Board evaluation of the CEO on an annual basis. Advise the Executive Compensation Committee on CEO performance to assist it in setting CEO compensation and establishing goals and determining payouts under incentive compensation plans.
8. Lead the Board in providing for management succession planning.
9. Establish guidelines for share ownership by Directors and those officers the Board designates as insiders for purposes of Section 16 of the Securities Exchange Act of 1934, as amended. The CEO has the discretion to establish and modify guidelines for other Company officers.
10. Establish procedures for the Committee to exercise oversight of the evaluation of the Board, its effectiveness, and its committees and executive management.
11. Regularly review the Company's Corporate Sustainability Report and, on at least a quarterly basis, review the Company's ESG activities.
12. Oversee the Company's Integrity and Compliance Leadership Program, including periodically reviewing the Company's ethics policy (the Code of Business Conduct) and recommending any changes to the Board.
13. Review and make determinations regarding any potential conflicts of interest involving a Director or nominee for Director in accordance with the Corporate Governance Guidelines.
14. Report to the Board on its activities on a regular basis and carry out such other duties as may be delegated to it by the Board from time to time.

15. Serve as the Executive Committee of the Board as authorized pursuant to Article VI of the Company's Articles of Incorporation.

Committee Structure and Operations

The Board shall designate one member of the Committee as its Chair. The Committee shall meet at least three times a year at such times and places established by the Board or the Committee Chair and shall meet at such additional times and places as may be determined by the Chair or a majority of the Committee.

A majority of the Committee members currently holding office constitutes a quorum for the transaction of business. The Committee shall take action by the affirmative vote of a majority of the Committee members present at a duly held meeting. The Committee may meet in person or virtually. The Committee may act by unanimous written consent when deemed necessary or desirable by the Committee or its Chair.

Delegation to Subcommittee

The Committee may, in its discretion, delegate to one or more subcommittees of the Committee its duties and responsibilities other than those duties and responsibilities as Executive Committee.

Resources and Authority of the Committee

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the sole authority to retain, discharge, and approve fees and other terms for retention of independent legal counsel, independent experts or consultants, search firms, or others to assist in the conduct of an investigation. The Committee may also seek any information it requires from employees or external parties. Employees and external parties will be directed to cooperate and comply with the Committee's requests.