Algonquin Power & Utilities Corp. (“APUC”) recognizes and supports the benefits of diversity in the board of directors (the “Board”) and in the APUC executive management team. Diversity is important to ensure that members of the Board and APUC’s executive management team provide the necessary range of perspectives, experience and expertise required to achieve APUC’s objectives.

1. **Meaning of Diversity**

   “Diversity” amongst other things is any characteristic or quality that can be used to differentiate groups and people from one another and includes gender; age; race, nationality, culture, language and other ethnic distinctions (including Aboriginal peoples and members of visible minorities); different abilities (including persons with disabilities); education; regional and industry experience; and expertise.  

2. **Application of this Policy to the Board**

   The Corporate Governance Committee of the Board is responsible for reviewing and assessing Board size, composition and effectiveness, and for recommending to the Board (i) the director nominees to stand for election at the next annual meeting of shareholders (“AGM”), and (ii) any candidates for appointment to the Board between AGMs, as appropriate.

   It is an objective of this policy that diversity be considered in determining the optimal composition of the Board. In reviewing Board composition and identifying suitable candidates for Board appointment or nomination for election to the Board, candidates will be selected based on merit and against objective criteria, and due consideration will be given to diversity in identifying candidates and selecting candidates.

   APUC recognizes that gender diversity is a significant aspect of diversity and acknowledges the role that women with relevant competencies and skills can play in contributing to diversity of perspective in the boardroom. Accordingly, in order to promote the specific objective of gender diversity, the selection process for Board nominees will include female candidates.

   The Corporate Governance Committee will periodically (i) assess the effectiveness of the Board appointment/nomination process at achieving APUC’s diversity objectives and (ii) consider and, if determined advisable, recommend to the Board for adoption, measurable objectives

--- Uncontrolled if Printed ---

1 “Aboriginal peoples”, “members of visible minorities” and “persons with disabilities” have the meanings given to them in the *Employment Equity Act* (Canada).
for achieving diversity on the Board. At any given time the Board may seek to adjust one or more objectives concerning its diversity and measure progress accordingly.

3. Application of this Policy to Executive Management

The Human Resources and Compensation Committee or other designated committee of the Board is responsible for periodically reviewing and making recommendations to the Board with respect to succession planning matters concerning the Chief Executive Officer and other key executive officers.

It is an objective of this policy that diversity be considered in connection with succession planning and the appointment of members of APUC’s executive management team.

The Human Resources and Compensation Committee or other designated committee of the Board will periodically (i) assess the effectiveness of the executive management appointment process at achieving APUC’s diversity objectives, and (ii) consider and, if determined advisable, recommend to the Board for adoption, measurable objectives for achieving diversity in executive management. At any given time the Board may seek to adjust one or more objectives concerning executive management diversity and measure progress accordingly.