ALGONQUIN POWER & UTILITIES CORP.

POSITION DESCRIPTION FOR CEO

1. GENERAL

This position description describes the appointment, role and responsibilities of the chief executive officer (the “CEO”) of Algonquin Power & Utilities Corp. (the “Corporation”).

2. OFFICE OF THE CHIEF EXECUTIVE OFFICER

The board of directors of the Corporation (the “Board”) shall appoint the CEO on terms and conditions that it considers appropriate. The CEO shall report to the Board.

3. RESPONSIBILITIES OF THE CHIEF EXECUTIVE OFFICER

3.1 General – The CEO shall have responsibility for the development of long-term strategy and vision for the Corporation that leads to success of the organization including enhancement of shareholder value.

Notwithstanding the foregoing, the following matters shall require Board approval:

(a) all significant decisions which are outside of the ordinary course of the Corporation’s business (such as major financings, major acquisitions, major dispositions, and significant new commercial relationships);

(b) any expenditure or financial commitment above an amount specified by the Board from time to time;

(c) sale or disposition of shares or bulk sale of assets above an amount specified by the Board from time to time;

(d) material changes to the Corporation’s organizational (legal entity) structure;

(e) appointment of officers; and

(f) such other matters as the Board may determine from time to time.

3.2 Relationship with Chair – The CEO shall consult with the Chair of the Board (the “Chair”) on matters of strategic significance to the Corporation.

3.3 Specific Responsibilities – In discharging his or her responsibility for the day-to-day operation of the Corporation’s business, subject always to the oversight by the Board, the CEO shall:
(a) maintain a positive and ethical work climate that is conducive to attracting, retaining and motivating top-quality employees at all levels;

(b) work with the Chair, as applicable, in determining the matters and materials that should be presented to the Board and overseeing that the focus of Board meetings is on appropriate issues facing the Corporation and the industry generally;

(c) present the Corporation’s strategic planning process and the Corporation’s annual strategic and capital plans to the Board for review and approval;

(d) oversee the development of, and recommend to the Board, annual business plans and budgets that support the Corporation’s long-term strategy;

(e) oversee the effective day-to-day business affairs of the Corporation;

(f) work with senior management to implement the Corporation’s enterprise risk management program and to identify and manage the major risks facing the Corporation;

(g) oversee the maintenance of an effective management team below the level of the CEO and of an active plan for management development and succession;

(h) in cooperation with the Chair, the Board and the Chair of the Human Resources and Compensation Committee, develop an effective succession plan for the position of CEO and management of the Corporation;

(i) certify the annual and interim financial statements, Management’s Discussion and Analysis of such financial statements, annual information form/Annual Report, quarterly reports and the design and evaluation of the Corporation’s disclosure controls and procedures and internal control over financial reporting;

(j) serve as a spokesperson for the Corporation;

(k) assign to other senior management such powers and duties as the CEO may deem advisable;

(l) execute the Board’s resolutions and policies; and

(m) carry out any other duties assigned by the Board.
3.4 **Information Flow to the Board** - The CEO will deliver information to directors to keep the directors fully apprised of relevant matters on a timely basis. The CEO will promptly alert the Chair of any material changes or events that may have a significant impact upon the risk profile, financial affairs or performance of the Corporation.

The CEO will coordinate with the Chair to provide information to any director on request in a manner that meets the needs of that director.

4. **POSITION DESCRIPTION REVIEW**

From time to time as appropriate, this position description will be reviewed and assessed by the Corporate Governance Committee, and any proposed changes shall be submitted to the Board for consideration.

5. **CURRENCY**

This position description was approved by the Board as of February 27, 2020.