A final base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces of Canada. A copy of the final base shelf prospectus, any amendment to the final base shelf prospectus and any applicable shelf prospectus supplement that has been filed, is required to be delivered with this document.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final base shelf prospectus, any amendment and any applicable shelf prospectus supplement for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

GENERAL

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The securities described in this presentation have not been and will not be registered under the United States Securities Act of 1933, as amended, or any state securities laws and may not be offered, sold, or delivered within the United States of America and its territories and possessions except in certain transactions exempt from the registration requirements of such Act.

Prospective investors should rely only on the information contained or incorporated by reference in the short form base shelf prospectus dated March 17, 2017 (the “prospectus”). This presentation is qualified in its entirety by reference to, and must be read in conjunction with, the information contained in the prospectus. A prospective investor is not entitled to rely on parts of the information contained in the prospectus to the exclusion of others. Algonquin Power & Utilities Corp. (the “Company” or “APUC”) will also be filing a pricing supplement relating to a public securities offering with the securities regulatory authorities in the provinces of Canada. You may get any of these documents for free by visiting SEDAR at www.sedar.com.

Unless otherwise specified, all references to “$” or “C$” in this presentation are to Canadian dollars and all references to “US $” in this presentation are to United States dollars.

Capitalized terms that are not defined in this presentation have the meanings ascribed to them in the prospectus. Any graphs, tables or other information in this presentation demonstrating the historical performance of the Company, Atlantic Yield plc (“Atlantica”) or Abengoa S.A. (“Abengoa”) are intended only to illustrate past performance and are not necessarily indicative of its future performance. This presentation has been prepared for informational purposes only from information supplied by the Company. The Company makes no representation or warranty, express or implied, as to the accuracy or completeness of such information.

FORWARD-LOOKING STATEMENTS DISCLAIMER

Certain written and oral statements contained in this presentation and discussion are forward-looking within the meaning of applicable securities laws in Canada (“forward looking information”), including forward-looking statements regarding, among other things, the proposed indirect acquisition of ordinary shares of Atlantica; the transformation of the Company to a North American energy leader; the formation of AAGES Global Energy Solutions, a new joint venture between the Company and Abengoa, the expansion and diversification the Company’s asset holdings and footprint in new geographic jurisdictions, the effect of the proposed transactions on the Company’s earnings per share and annual dividend growth objectives, the timeliness to obtain regulatory approvals and acquisition closing. The purpose of the forward-looking information is to provide management’s expectations regarding the contemplated acquisition and the Company’s future growth, results of operations, performance, business prospects and opportunities, and it may not be appropriate for other purposes. All forward-looking information is given pursuant to the safe harbour provisions of applicable Canadian securities legislation. The words “anticipates”, “believes”, “budgets”, “could”, “estimates”, “expects”, “forecasts”, “intends”, “may”, “might”, “plans”, “projects”, “schedule”, “targets”, “should”, “will”, “would” and similar expressions are often intended to identify forward-looking information, although not all forward-looking information contains these identifying words. The forward-looking information reflects management’s current beliefs and is based on assumptions developed using information currently available to the Company’s management in respect of each of the Company, Abengoa and Atlantica. Although the Company believes that the forward-looking statements are based on information and assumptions which are current, reasonable and complete, these statements are necessarily subject to a variety of risks and uncertainties including, but not limited to the ability to obtain shareholder, regulatory and other approvals and to satisfy conditions to closing and the ability to realize the expected benefits of the transactions contemplated herein. For additional information on risk factors that have the potential to affect the Company, the contemplated transactions and the proposed offering, reference should be made to the Company’s continuous disclosure materials filed from time to time with Canadian securities regulatory authorities, to the heading “Enterprise Risk Management” in the Company’s annual Management Discussion and Analysis and to the heading “Enterprise Risk Factors” in the Company’s Annual Information Form and to the heading “Risk Factors” in the shelf prospectus supplement to be filed with securities regulators in Canada in connection with the proposed offering. Except as required by law, the Company undertakes no obligation to revise or update any forward-looking information as a result of new information, future events or otherwise after the date of this material. Nothing in this document should be construed as an offer or sale of securities of the Company or any other person.
Agenda

Introductory Remarks
Chris Jarratt
Vice Chair
Algonquin Power and Utilities Corp.

Transaction Highlights and Strategic Rationale
Ian Robertson
Chief Executive Officer
Algonquin Power and Utilities Corp.

Overview of AAGES Joint Venture
Ian Robertson

Overview of Atlantica Investment
Chris Jarratt

Financing Plan
David Bronicheski
Chief Financial Officer
Algonquin Power and Utilities Corp.

Concluding Remarks
Ian Robertson
Transaction Highlights and Strategic Rationale
Algonquin’s International Strategy – Two Separate but Related Initiatives

**AAGES JOINT VENTURE**

- **Algonquin** - 50%
- **Abengoa** - 50%

Global clean energy and water infrastructure development platform

Abengoa - Algonquin

*Global Energy Solutions*

**ATLANTICA INVESTMENT**

- **Algonquin** - 25%
- **Atlantica Yield**

ROFO Agreement → Potential future drop down of projects

Strategic investment
Key Strategy Drivers – Strong Assets, International Growth

AAGES Joint Venture

1. Clean energy and water infrastructure development platform allows measured approach for international development
2. APUC to benefit from Abengoa’s long-standing presence, expertise, and existing construction and development pipeline
3. Provides strong entry point into energy storage, desalination, large scale concentrating solar, and new international markets

Atlantica Investment

1. APUC ownership in Atlantica secures competitive investment vehicle for AAGES development assets
2. Cash flows from Atlantica interest immediately accretive to APUC on key financial and non-financial metrics
3. Secures access to an attractively-priced collection of contracted, high quality, international operating assets
AAGES Joint Venture
Significant Strategic Benefits of the AAGES Joint Venture

AAGES to be APUC’s cornerstone development vehicle for international growth opportunities

- AAGES represents a strategic first step for APUC into opportunities in the global arena
- Partnership provides a balanced, risk-managed approach to global expansion

AAGES establishes a capable global growth platform for APUC with an experienced partner

- Abengoa brings breadth of knowledge, experience and presence in key global markets
- Significant near and medium term investment potential available through Abengoa’s highly visible growth pipeline

AAGES development approach fully aligned with APUC’s criteria for viable global investment

- Governance structure and project stage-gating process aligned with APUC’s approach
- Project screening will ensure that the strength and quality of assets and cash flows are consistent with APUC standards
- Selected project geographies will be consistent with APUC’s stated strategy for international investment:
  - Stable legal jurisdictions
  - Minimal political risk
  - Manageable currency risk
  - Repatriation of capital
  - Long term revenue certainty
  - Experienced local partner
International Expansion Consistent with APUC’s Growth Strategy

The Next Logical Step in APUC’s Track Record of Sustainable Growth

<table>
<thead>
<tr>
<th>Year</th>
<th>Total Net Capacity</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>1988</td>
<td>99 MW</td>
<td>Independent Canadian hydroelectric generation development company</td>
</tr>
<tr>
<td>1996</td>
<td>310 MW</td>
<td>First wind energy development 120 MW St. Leon wind facility</td>
</tr>
<tr>
<td>2006</td>
<td>460 MW</td>
<td>First solar energy development 10 MW Cornwall solar facility</td>
</tr>
<tr>
<td>2009</td>
<td>&gt;1,500 MW</td>
<td>International expansion through creation of AAGES and investment in Atlantica Yield</td>
</tr>
</tbody>
</table>

AAGES International Development Platform – Measured Approach to Global Expansion for APUC

- **Algonquin Power & Utilities Corp.**
  - 39 Renewable & Clean Energy Facilities
  - 6 Canadian Provinces and 8 U.S. states
  - 1,500 MW net installed capacity
  - 16 years average PPA length
  - Headquartered in Ontario, Canada
  - Diversified North American Generation, Transmission, and Distribution Utility
  - Strong access to capital
  - 2,200 employees

- **Abengoa**
  - Headquartered in Seville, Spain
  - Experienced project developer with international development support
  - Respected EPC and O&M provider
  - ~13,750 employees
Abengoa: Experienced International Partner

Abengoa is well positioned to support AAGES in securing international development opportunities and providing EPC and O&M services

Overview

Depth of International Expertise

- Abengoa is an international company that applies innovative technology solutions for sustainability in the infrastructure, energy and water sectors
- Abengoa has an established presence in infrastructure development in key global markets

Key Operations Across Two Businesses

Engineering and Construction

- Focus in the clean energy and water sectors
- Turn-key project execution for solar-thermal, solar-gas, conventional generation, and waste-to-energy facilities as well as large-scale transmission lines

Operations and Maintenance

- Long-standing provider of operations and maintenance services to global infrastructure client base

Key Figures

- €3,700mn enterprise value
- 13,776 employees
- 91% of revenues from outside of Spain
- 50 countries Global presence

Share Sale Supports Restructuring

- Proceeds from the sale of the 25% interest in Atlantica form an important part of Abengoa’s plan to re-affirm its leading market position
- Portion of sale proceeds to be committed to funding AAGES
Pipeline of Development Opportunities: AAGES Hits the Ground Running

**Existing Abengoa Construction Projects can Benefit from AAGES Involvement**

- Certain construction assets within the Abengoa portfolio are candidates for near term involvement of AAGES:
  - A3T (cogeneration)
  - ATN3 (transmission)
  - San Antonio Water (potable water transmission pipeline)
- Projects (representing expected equity investment of ~US $300 million) projected to be available for sale to Atlantica following completion which is expected within 2 - 3 years

**Existing Abengoa Opportunity Pipeline Contributed to AAGES**

- Development focused on wind and solar generation, electric transmission and water infrastructure
- AAGES development team staffed from deep bench strength of APUC and Abengoa
- Geographies to be selected by AAGES to meet APUC criteria
- AAGES to be non-competitive with APUC in Canada and United States

**AAGES ROFO Provides New Source of Growth for Atlantica**

- New 10 year right of first offer agreement to be executed between AAGES and Atlantica
- Atlantica provides competitive investment for ownership of AAGES projects
Atlantica Investment
Significant Strategic Benefits of the Atlantica Investment

Accretive on key financial measures

- Expected to be immediately accretive to EPS, with mid-single digit accretion expected over the first 3 to 4 years
- Attractive valuation multiple for operating assets
- Significant opportunity to unlock additional value within Atlantica over time

Investment in high-quality, diverse operating portfolio

- Assets within Atlantica are 100% operational - no development risk
- Diverse portfolio: power generation and transmission (1.7 GW / 1,770 km); water desalination: 10.5 Mft³/day
- Strong contracts: 21-year current average remaining contract life\(^{(1)}\), and 68% of its facilities are availability-based\(^{(2)}\)
- New asset classes: significant growth in solar, brings new, high growth asset classes (energy storage, desalination)
- Atlantica project level debt is non-recourse and fully amortizing, resulting in growing earnings over time

Maintains strength of APUC balance sheet and business mix

- Financing plan consistent with APUC’s long term credit metrics and capital structure targets
- Measured approach to international expansion through partnership with Abengoa and the creation of AAGES
- Investment in Atlantica supportive of APUC’s dividend growth objectives

---

1. As of December 31, 2016
2. Measured in terms of run rate CAFD
Atlantica Yield: Strong, Diversified International Operating Fleet

Atlantica invested in a diversified portfolio of 21 contracted and regulated assets in the renewable energy, transmission and water infrastructure sectors

Overview

Objectives are Well Aligned with APUC Strategy

- Focus on delivering total returns to investors consisting of share price appreciation and dividends
- Atlantica has built its portfolio with a focus on stable, diverse, long-term cash flow generating assets

Key Features

Strength and Quality of Cash Flows

- Revenues 100% contracted\(^1\) for full output
- Over 95% is generated from investment grade off-takers
- Over 90% is denominated or hedged in USD

Strength of Financing Structure

- 100% of assets have long-term non-recourse project financing which amortizes prior to end of contract life
- ~90% of project debt has fixed or hedged interest rates
- Prudent financial policy with debt at project level

Strength of Assets

- Peer-leading weighted average contract life of 21 years\(^2\)
- Benefits of diversity by both geography and modality

Key Figures

- \(1,442_{\text{MW}}\) of renewable generation (83% MW Solar)
- \(300_{\text{MW}}\) of conventional power generation
- \(1,770_{\text{KM}}\) of electric transmission lines
- \(10.5_{\text{Mft}^3}/\text{day}\) of water capacity

Diverse Portfolio

By Modality

- 73% Renewable Energy
- 17% Conventional Power
- 7% Electric Transmission
- 3% Water

By Geography

- 41% North America
- 40% Europe
- 12% South America
- 7% RoW

---

1. Regulated in the case of the Spanish solar assets
2. As of December 31, 2016
Highly Visible Near Term Growth Through ROFO Agreements

Near-term drop down of assets into Atlantica facilitated by Transaction

- Drop down of assets into Atlantica are re-enabled as a result of the transaction
- Certain operational assets (representing expected equity investment of ~US $300 million) within the Abengoa portfolio are candidates for near-term sale:
  - Xina (Solar)
  - Khi (Solar)
  - SPP1 (Integrated solar/gas cogen)
  - Tenes1 (Desalination)
- Additional project (Atacama 1 – solar) (representing expected equity investment of ~US $500 million) secured for Atlantica through a right of first offer provides additional growth
- ROFO pipeline together with AAGES construction assets would provide significant CAGR in assets for Atlantica over next 36 months

Potential for drop down of assets into Atlantica from APUC

- APUC to consider whether opportunities exist for portfolio optimization through the sale of some existing Algonquin assets to Atlantica
Financing Plan
Financial Considerations and Timeline for Transaction

Significant Accretion to Financial Metrics

- APUC to recognize income from the Atlantica common share dividends
- Expected to be immediately accretive to EPS, mid-single digit accretion expected over first 3 - 4 years
- Supportive of APUC’s 10% annual dividend growth objectives

Significant enhancement of non-financial metrics

- Atlantica’s weighted average contract life of 21 years\(^1\) compares favorably to APUC’s 16 years
- Significant geographic diversification

Favorable valuation combined with improved outlook for Atlantica’s current portfolio and growth

- Attractively-priced opportunity
  - Atlantica share price decline largely due to market uncertainty surrounding sponsorship / growth
  - Acquisition being completed at an attractive TEV / ‘18E EBITDA multiple

Financing plan

- Purchase of Atlantica interest to be financed through a portion of the concurrent common equity offering and debt consistent with APUC’s long term capital structure and credit metrics
- APUC expects no changes to its BBB (stable) credit rating by S&P

---

1. As of December 31, 2016
Concluding Remarks
**Concluding Remarks**

- Joint Venture capitalizes on Algonquin and Abengoa’s core competencies
  - ✔

- Balanced approach to international growth
  - ✔

- Provides significantly enhanced visibility on global growth
  - ✔

- Atlantica investment expected to be immediately accretive on key financial and operating metrics
  - ✔

- Atlantica’s assets are high quality and operational, with no development risk
  - ✔

- Investment plan maintains conservative balance sheet leverage
  - ✔
Appendix A
Supplementary Information
## Atlantica Yield – Operating Portfolio

The portfolio of Atlantica is comprised of 21 assets with an average remaining PPA / contract tenor of 21 years\(^{(1)}\)

<table>
<thead>
<tr>
<th>Asset</th>
<th>Type</th>
<th>Economic Stake</th>
<th>Location</th>
<th>Capacity</th>
<th>Offtaker(^{(3)})</th>
<th>Years Remaining on Contract</th>
<th>Currency</th>
</tr>
</thead>
<tbody>
<tr>
<td>Solana</td>
<td>Green Plant</td>
<td>100(^{(2)})</td>
<td>USA (Arizona)</td>
<td>280 MW</td>
<td>APS</td>
<td>27</td>
<td>USD</td>
</tr>
<tr>
<td>Mojave</td>
<td>Solar Plant</td>
<td>100%</td>
<td>USA (California)</td>
<td>280 MW</td>
<td>PG&amp;E</td>
<td>23</td>
<td>USD</td>
</tr>
<tr>
<td>Solaben 2 &amp; 3</td>
<td>Solar Plant</td>
<td>70%</td>
<td>Spain</td>
<td>50 MW x 2</td>
<td>Kingdom of Spain</td>
<td>21/20</td>
<td>Euro</td>
</tr>
<tr>
<td>Solacor 1 &amp; 2</td>
<td>Solar Plant</td>
<td>87%</td>
<td>Spain</td>
<td>50 MW x 2</td>
<td>Kingdom of Spain</td>
<td>20</td>
<td>Euro</td>
</tr>
<tr>
<td>PS 10 &amp; 20</td>
<td>Solar Plant</td>
<td>100%</td>
<td>Spain</td>
<td>31 MW</td>
<td>Kingdom of Spain</td>
<td>15/17</td>
<td>Euro</td>
</tr>
<tr>
<td>Helioenergy 1 &amp; 2</td>
<td>Solar Plant</td>
<td>100%</td>
<td>Spain</td>
<td>50 MW x 2</td>
<td>Kingdom of Spain</td>
<td>20</td>
<td>Euro</td>
</tr>
<tr>
<td>Helios 1 &amp; 2</td>
<td>Solar Plant</td>
<td>100%</td>
<td>Spain</td>
<td>50 MW x 2</td>
<td>Kingdom of Spain</td>
<td>21</td>
<td>Euro</td>
</tr>
<tr>
<td>Solnova 1, 3 &amp; 4</td>
<td>Solar Plant</td>
<td>100%</td>
<td>Spain</td>
<td>50 MW x 3</td>
<td>Kingdom of Spain</td>
<td>18/18/19</td>
<td>Euro</td>
</tr>
<tr>
<td>Solaben 1 &amp; 6</td>
<td>Solar Plant</td>
<td>100%</td>
<td>Spain</td>
<td>50 MW x 2</td>
<td>Kingdom of Spain</td>
<td>22</td>
<td>Euro</td>
</tr>
<tr>
<td>Seville PV</td>
<td>Solar Plant</td>
<td>80%</td>
<td>Spain</td>
<td>1 MW</td>
<td>Kingdom of Spain</td>
<td>19</td>
<td>Euro</td>
</tr>
<tr>
<td>Kaxu</td>
<td>Solar Plant</td>
<td>51%</td>
<td>South Africa</td>
<td>100 MW</td>
<td>Eskom Holdings</td>
<td>18</td>
<td>ZAR</td>
</tr>
<tr>
<td>Palmatir</td>
<td>Solar Plant</td>
<td>100%</td>
<td>Uruguay</td>
<td>50 MW</td>
<td>UTE</td>
<td>17</td>
<td>USD</td>
</tr>
<tr>
<td>Cadonal</td>
<td>Solar Plant</td>
<td>100%</td>
<td>Uruguay</td>
<td>50 MW</td>
<td>UTE</td>
<td>18</td>
<td>USD</td>
</tr>
<tr>
<td>ACT</td>
<td>Solar Plant</td>
<td>100%</td>
<td>Mexico</td>
<td>300 MW</td>
<td>Pemex</td>
<td>16</td>
<td>USD(^{4})</td>
</tr>
</tbody>
</table>

| Total Power | Solar Plant   | 100\%          | Peru                   | 1,742 MW       |                      | 21                          | USD\(^{4}\) |
| ATN         | Solar Plant   | 100\%          | Peru                   | 362 miles      | Peru                 | 24                          | USD\(^{4}\) |
| ATS         | Solar Plant   | 100\%          | Peru                   | 569 miles      | Peru                 | 27                          | USD\(^{3}\) |
| ATN 2       | Solar Plant   | 100\%          | Peru                   | 81 miles       | Las Bambas           | 16                          | USD\(^{4}\) |
| Quadra 1&2  | Solar Plant   | 100\%          | Chili                  | 81 miles       | Sierra Gorda         | 18                          | USD\(^{4}\) |
| Palmucho    | Solar Plant   | 100\%          | Chili                  | 6 miles        | Endesa Chile         | 21                          | USD\(^{3}\) |

| Total Transmission | Solar Plant | 34%          | Algeria                | 1,099 miles    |                      | 24                          | USD\(^{4}\) |
| Skikda       | Solar Plant   | 34%           | Algeria                | 3.5 Mft³/day   | Sonatrach & ADE     | 17                          | USD\(^{4}\) |
| Honaine      | Solar Plant   | 25\%          | Algeria                | 7 Mft³/day     | Sonatrach & ADE     | 21                          | USD\(^{4}\) |

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1) As of December 31, 2016.
2) On September 30, 2013, Liberty Interactive Corporation agreed to invest $300M in Class A membership interests in exchange for a share of the dividends and the taxable loss generated by Solana.
3) All the offtakers have investment grade ratings except for Sierra Gorda and Sonatrach & ADE which are unrated.
4) USD denominated but payable in local currency.
CONTACT INFORMATION

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CORPORATE INFORMATION

Head Office  
Oakville, ON

Common Share Symbol  
TSX and NYSE: AQN

Preferred Share Symbols  
AQN.PR.A, AQN.PR.D

Shares Outstanding*  
387,036,183

Dividend  
US $0.4659 per share annually

Price*  
$13.81

Market Capitalization  
$5.3 Billion