

Name

BOARD AND EXECUTIVE DIVERSITY POLICY

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Owner

Chief Legal Officer

Approver

Board of Directors

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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. APUC is committed to fostering an inclusive culture free of conscious or unconscious bias across all levels of the organization. Diversity at the board and executive level ensures that diverse members of the Board and APUC’s executive management team are given equal opportunity to participate in decision-making processes and that such processes benefit from the contribution of differing perspectives, experiences, and expertise to achieve APUC’s strategic objectives.

1. Meaning of Diversity

Diversity promotes the inclusion of different perspectives and ideas, mitigates against group think and improves oversight, decision-making and governance. For the purposes of this policy, “**diversity**” is measured on the basis of 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.¹

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 criteria and the benefits of diversity in forming a dedicated, fair, and inclusive Board.

¹ “Aboriginal peoples”, “members of visible minorities” and “persons with disabilities” have the meanings given to them in the *Employment Equity Act* (Canada).



Gender diversity is a significant element of fostering an inclusive culture and APUC recognizes the importance of providing equal opportunity to women with relevant competencies and skills in order to achieve gender parity in the boardroom. It is an objective of this policy that each gender comprise at least 30% of directors on the Board. Accordingly, in order to promote the specific objective of advancing diversity on the Board, APUC will ensure that diverse candidates generally, and multiple women candidates in particular, are included in the candidate pool for the selection of every Board nominee.

The Corporate Governance Committee will periodically (i) assess the effectiveness of the Board appointment/nomination process in achieving APUC's diversity objectives and (ii) consider and, if determined advisable, recommend to the Board for adoption, measurable objectives for achieving diversity on the Board or changes to any such measurable objectives. 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.