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Algonquin Power Utilities Corp., and its affiliates (collectively, “APUC”), are committed to conducting business in an ethical, legal and socially responsible manner.

This Supplier Code of Conduct (“Code”) sets out the core values and corporate practices which APUC expects of its Suppliers, contractors, subcontractors, consultants, agents and business partners (collectively, “Suppliers”). This applies to Suppliers providing products and services to APUC’s subsidiary companies – including both Liberty Power, and Liberty Utilities.

APUC’s business and reputation is established not only by its own conduct and behavior but by the behavior and conduct of parties with whom we engage as Suppliers. Consequently, APUC seeks to align itself with Suppliers who have values comparable to ours and operate in compliance with all applicable laws and regulations, including but not limited to those relating to corruption, bribery, money laundering, competition, occupational health and safety, environment and export controls.

APUC’S EXPECTATIONS OF SUPPLIERS

1. Compliance with Laws

APUC expects its Suppliers will comply with all applicable laws, codes, rules and regulations in effect within their designated areas of operations. This applies to all international, national, provincial, state, regional and municipal requirements.

2. Ethical Business Conduct

APUC expects its Suppliers to execute business dealings with fairness and integrity. Suppliers are expected:

- To refrain from participating in any unfair bidding practice (dishonest bidding exercises, or price fixing schemes) or fraudulent activity (includes tax evasion, smuggling, bribery, forgery, espionage, or the concealment of important information);
- To adhere to applicable competition and antitrust laws, maintain compliance with all applicable trade sanctions, anti-boycott laws, customs, export controls and associated regulations;
- Not to make facilitation payments in violation of any applicable laws on APUC’s behalf or for its intended benefit; and
- Not to engage in any conduct that would put our APUC at risk of violating anti-bribery laws.

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3. Gifts and Business Courtesies

Except to the extent specifically permitted below, APUC strictly prohibits any person from giving, offering, promising, demanding, soliciting or receiving, directly or indirectly, a gift, using corporate or personal funds, that could influence or reasonably give the appearance of influencing Algonquin’s business relationship with another person. Any offer of or request for such a gift must be reported to the Ethics Officer.

4. Gifts and Business Courtesies Exceptions

APUC does not prohibit:

- The giving or receiving of gifts of nominal or token value to or from non-government suppliers and customer, provide that they are not for the express purpose of obtaining or retaining business or some other advantage for APUC and provided that they are otherwise lawful. Gifts include, without limitation, material goods, as well as services, promotional premiums and discounts.
- Expenditures of amounts for meals, entertainment and travel expenses for non-government suppliers and customers that are ordinary and customary business expenses, if they are otherwise lawful.

5. Labor Practices

APUC’s expectation is that Suppliers respect the following Labor Practices:

- Wages, working hours, compensation and benefits provided by a Supplier to its employees must comply with applicable law;
- Working conditions provided to a Supplier’s employees, comply with the labor legislation of the jurisdiction in question;
- A Supplier shall provide a safe and healthy work environment to its workforce, while complying with occupational safety and health standards. Supplier employees shall have access to potable drinking water and clean restroom facilities. For instances where a country’s prevailing legislation is inferior to standards set by the United Nation’s International Labour Organization (ILO), these international standards must be applied;
- A Supplier must only provide employment to those legally entitled to work within the relevant jurisdiction, as per applicable law; and
- A Supplier must not allow the use of child labor or forced labor.

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6. Respectful Workplace Practices

Suppliers are expected to respect the dignity of their employees while maintaining a respectful workplace. APUC expects its Suppliers to not participate in, tolerate, encourage or allow any type of discriminatory action, harassment, disrespectful or inappropriate behavior in their business and work places. This includes any discrimination based on race, color, nationality, gender, ethnic origin, age, marital status, sexual orientation, beliefs, religious practice, political conviction, social class, pregnancy, or disability. Suppliers shall ensure their employees work in an environment which is free from all types/forms of harassment, including verbal, physical or sexual.

7. Commitment to Sustainability

As a company engaged in the renewable energy industry, APUC encourages and seeks out Suppliers who share its sustainability goals. We expect our Suppliers to look for more sustainable ways to operate within the confines of applicable environmental standards and practices pursuant to relevant laws, codes and regulations while striving to decrease the Supplier's impact on the environment where possible.

8. Financial Capacity

In circumstances where Supplier's work mandate is of significant value, APUC reserves the right to request financial-related information and documentation from the Supplier, demonstrating their ability to self-finance and self-perform the work. If a Supplier is deemed to have limited financial capacity to complete the required work, has a sub-grade financial rating, or is in the midst of a legal dispute which may lead to financial distress or bankruptcy, APUC retains the right to disqualify such a Supplier from being awarded a specific awarded work.

9. Quality

The materials, equipment, services and labor APUC receives from its Suppliers must meet agreed upon specifications. In the event a Supplier is considering the use of a subcontractor to provide the good or service for APUC, the Supplier shall ensure the use of such subcontractors will not negatively affect or compromise the delivery or quality of delivered goods or services or otherwise violate APUC's Code of Conduct.

10. Confidentiality

Depending on the nature of a Supplier's scope of work, APUC may request the signing and execution of a mutually agreed upon non-disclosure agreement. Confidential Information

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includes, but is not restricted to the following information which has not been publicly released by APUC:

- Technical and commercial data regarding APUC-owned assets, equipment, business plan/requirements;
- Project or asset economics, financial models, or cash-flow projections;
- Confidential consulting reports, analysis or recommendations; and
- Details stemming from current and past commercial agreements.

Whether or not a specific non-disclosure agreement has been agreed upon by the Supplier and the Company, all Suppliers are asked to comply with the following control procedure designed to safeguard APUC’s confidential information (“Confidential Information”) and confidential document(s) (“Confidential Documents”):

- Suppliers are only authorized to use APUC-related Confidential Information for the pre-determined designated purpose;
- Suppliers are to implement an adequate security system within their physical and network facilities to restrict access to Confidential Information;
- Confidential Documents should be returned, shredded or properly destroyed after use unless such records are relevant to any pending or threatening legal or regulatory procedure. The same applies to electronic copies of APUC documentation, these shall be deleted after completion of work to APUC;
- Supplier must ensure appropriate and adequate record keeping of records related to APUC which may be relevant to future regulatory or legal proceedings; and
- In the event of a privacy breach, security breach, or wrongful utilization of APUC’s Confidential Information, the Supplier is to advise APUC immediately.

11. Conflict of Interest

- Suppliers must not solicit for hire any member of APUC’s workforce while conducting business for APUC. This applies for a period of twelve (12) months following the conclusion of any business transactions; and
- Suppliers must not utilize Confidential Information and Confidential Documents for any purpose other than for the benefit of APUC.

Code Compliance

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APUC may assess and reevaluate a Supplier’s compliance to this Code via (i) a Supplier’s written confirmation or (ii) an in-person visit or meeting – Suppliers are expected to comply with such requests.

When feasible, APUC may provide reasonable advance notice. If APUC detects a Supplier’s deficiency in adhering to this Code, APUC may request that corrective action be undertaken by the Supplier.

A Supplier’s failure to take corrective measure may result in the cancellation of current and future work/contract opportunities. A Supplier may also be asked to demonstrate past adherence to applicable laws, codes, rules and regulations which govern their respective designated areas of operations.

If you have questions or concerns regarding this Supplier Code of Conduct policy or the APUC Code of Business Conduct and Ethics, kindly forward your questions/concerns using one of the following means:

- The APUC Whistleblower hotline. Such reporting may be anonymously provided via e-mail (algonquinpower@whistleblowersecurity.com), on-line (www.whistleblowersecurity.com) or voicemail (866-921-6714); or
- Contact the Company’s Chief Compliance Officer (complianceofficer@algonquinpower.com).

ASSOCIATED PROCESS AND PROCEDURE DOCUMENTS

- Code of Business Conduct and Ethics
- Whistleblower Policy
- Corporate Sustainability Policy

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