

Q1 2020

Sustaining
energy and water
for life





Corporate Profile

Algonquin Power & Utilities Corp. ("APUC") is a diversified international generation, transmission, and distribution utility with approximately \$11 billion of total assets. Through its two business groups, APUC is committed to providing safe, reliable, and cost-effective rate-regulated natural gas, water, and electricity generation, transmission, and distribution utility services to approximately 805,000 connections in the United States and Canada, and is a global leader in renewable energy through its portfolio of long-term contracted wind, solar, and hydroelectric generating facilities representing over 2 GW of installed capacity and more than 1.4 GW of incremental renewable energy capacity under construction.

APUC strives to deliver reliable earnings, cash flow, and dividend growth through operational excellence and its expanding global pipeline of renewable energy, electric transmission, and water infrastructure development projects, organic growth within its rate-regulated generation, distribution, and transmission businesses, and the pursuit of accretive acquisitions.

AlgonquinPowerandUtilities.com

TSX/NYSE: AQN

Forward-Looking Information

This document may contain statements that constitute "forward-looking statements" or "forward-looking information" within the meaning of applicable securities legislation (collectively, "forward-looking information"). The words "anticipates", "believes", "budget", "could", "estimates", "expects", "forecasts", "intends", "may", "might", "plans", "projects", "schedule", "should", "will", "would" and similar expressions are often intended to identify forward-looking information, although not all forward-looking information contains these identifying words. Specific forward-looking information in this document includes, but is not limited to: expected future growth and results of operations; ongoing and planned acquisitions, projects and initiatives; expectations regarding succession planning; our strategy and goals, including relating to sustainability; and expectations and plans with respect to current and planned capital projects. Readers are advised that all forward-looking information in this document is provided subject to the cautionary statement regarding forward-looking information, which is found in Management's Discussion & Analysis section of this Annual Report beginning at page 1.

All monetary amounts are in U.S. dollars (US\$), except where otherwise noted.



Management Discussion & Analysis

Management of Algonquin Power & Utilities Corp. (“APUC” or the “Company” or the “Corporation”) has prepared the following discussion and analysis to provide information to assist its shareholders’ understanding of the financial results for the three months ended March 31, 2020. This Management Discussion & Analysis (“MD&A”) should be read in conjunction with APUC’s unaudited interim consolidated financial statements for the three months ended March 31, 2020 and 2019. This MD&A should also be read in conjunction with APUC’s audited consolidated financial statements for the years ended December 31, 2019 and 2018. This material is available on SEDAR at www.sedar.com, on EDGAR at www.sec.gov/edgar, and on the APUC website at www.AlgonquinPowerandUtilities.com. Additional information about APUC, including the most recent Annual Information Form (“AIF”), can be found on SEDAR at www.sedar.com and on EDGAR at www.sec.gov/edgar.

Unless otherwise indicated, financial information provided for the three months ended March 31, 2020 and 2019 has been prepared in accordance with generally accepted accounting principles in the United States (“U.S. GAAP”). As a result, the Company’s financial information may not be comparable with financial information of other Canadian companies that provide financial information on another basis.

All monetary amounts are in U.S. dollars, except where otherwise noted. We denote any amounts denominated in Canadian dollars with “C\$” immediately prior to the stated amount.

This MD&A is based on information available to management as of May 7, 2020.

Caution Concerning Forward-Looking Statements, Forward-Looking Information and Non-GAAP Measures

Forward-Looking Statements and Forward-Looking Information

This document may contain statements that constitute “forward-looking information” within the meaning of applicable securities laws in each of the provinces of Canada and the respective policies, regulations and rules under such laws or “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 (collectively, “forward-looking information”). The words “anticipates”, “believes”, “budget”, “could”, “estimates”, “expects”, “forecasts”, “intends”, “may”, “might”, “plans”, “projects”, “schedule”, “should”, “will”, “would” and similar expressions are often intended to identify forward-looking information, although not all forward-looking information contains these identifying words. Specific forward-looking information in this document includes, but is not limited to, statements relating to: expected future growth and results of operations, including expectations regarding 2020 Adjusted Net Earnings per share; liquidity, capital resources and operational requirements; rate reviews, including resulting decisions and rates and expected impacts and timing; sources of funding, including adequacy and availability of credit facilities, debt maturation and future borrowings; expectations regarding the impact of the 2019 novel coronavirus (“COVID-19”) on the Company’s business, operations, financial condition, cash flows and results of operations; expectations regarding the use of proceeds from equity financing; ongoing and planned acquisitions, projects and initiatives, including expectations regarding costs, financing, results and completion dates; expectations regarding the anticipated closing of APUC’s acquisitions of Ascendant and New York American Water (each as defined herein); expectations regarding the Company’s corporate development activities and the results thereof including the expected business mix between the Regulated Services Group and Renewable Energy Group; expectations regarding regulatory hearings, motions and approvals; expectations regarding the cost of operations, capital spending and maintenance, and the variability of those costs; expected future capital investments, including expected timing, investment plans, sources of funds and impacts; expectations regarding generation availability, capacity and production; expectations regarding the outcome of existing or potential legal and contractual claims and disputes; expectations regarding the ability to access the capital market on reasonable terms; strategy and goals; expectations regarding succession planning; contractual obligations and other commercial commitments; environmental liabilities; dividends to shareholders; expectations regarding the maturity and redemption of APUC’s outstanding subordinated notes; expectations regarding the impact of tax reforms; credit ratings; anticipated growth and emerging opportunities in APUC’s target markets; accounting estimates; interest rates; currency exchange rates; and commodity prices. All forward-looking information is given pursuant to the “safe harbor” provisions of applicable securities legislation.

The forecasts and projections that make up the forward-looking information contained herein are based on certain factors or assumptions which include, but are not limited to: the receipt of applicable regulatory approvals and requested rate decisions; the absence of material adverse regulatory decisions being received and the expectation of regulatory stability; the absence of any material equipment breakdown or failure; availability of financing on commercially reasonable terms and the stability of credit ratings of the Corporation and its subsidiaries; the absence of unexpected material liabilities or uninsured losses; the continued availability of commodity supplies and stability of commodity prices; the absence of sustained interest rate increases or significant currency exchange rate fluctuations; the absence of significant operational, financial or supply chain disruptions or liability due to natural disasters, diseases or other force majeure events; the continued ability to maintain systems and facilities to ensure their continued performance; the absence of a severe and prolonged downturn in general economic, credit, social and market conditions; the successful and timely development and construction of new projects; the closing of pending acquisitions substantially in accordance with the expected timing for the same; the absence of material capital project or financing cost overruns; sufficient liquidity and capital resources; the continuation of observed weather patterns and trends; the absence of significant counterparty defaults; the continued competitiveness of electricity pricing when compared with alternative sources of energy; the realization of the anticipated benefits of the Corporation's acquisitions and joint ventures; the absence of a change in applicable laws, or political conditions, public policies or directions by governments, materially negatively affecting the Corporation; the ability to obtain and maintain licenses and permits; the absence of a material decrease in market energy prices; the absence of material disputes with taxation authorities or changes to applicable tax laws; continued maintenance of information technology infrastructure and the absence of a material breach of cybersecurity; favourable relations with external stakeholders; and favourable labour relations. Given the uncertainty and rapidly evolving circumstances surrounding the COVID-19 pandemic and related response from governments, regulatory authorities, businesses and customers, there is more uncertainty associated with the Corporation's assumptions and expectations as compared to prior periods. For a discussion of the COVID-19 pandemic and its impact on the Company, including certain additional assumptions related to the COVID-19 pandemic, see *The COVID-19 Pandemic and Outlook*.

The forward-looking information contained herein is subject to risks, uncertainties and other factors that could cause actual results to differ materially from historical results or results anticipated by the forward-looking information. Factors which could cause results or events to differ materially from current expectations include, but are not limited to: changes in general economic, credit, social and market conditions; changes in customer energy usage patterns and energy demand; global climate change; the incurrence of environmental liabilities; natural disasters, diseases and other force majeure events; the failure of information technology infrastructure and cybersecurity; the loss of key personnel and/or labour disruptions; seasonal fluctuations and variability in weather conditions and natural resource availability; reductions in demand for electricity, gas and water due to developments in technology; reliance on transmission systems owned and operated by third parties; issues arising with respect to land use rights and access to the Corporation's facilities; critical equipment breakdown or failure; terrorist attacks; fluctuations in commodity prices; capital expenditures; reliance on subsidiaries; the incurrence of an uninsured loss; a credit rating downgrade; an increase in financing costs or limits on access to credit and capital markets; sustained increases in interest rates; currency exchange rate fluctuations; restricted financial flexibility due to covenants in existing credit agreements; an inability to refinance maturing debt on commercially reasonable terms; disputes with taxation authorities or changes to applicable tax laws; failure to identify, acquire, develop or timely place in service projects to maximize the value of production tax credit qualified equipment; requirement for greater than expected contributions to post-employment benefit plans; default by a counterparty; inaccurate assumptions, judgments and/or estimates with respect to asset retirement obligations; failure to maintain required regulatory authorizations; changes to health and safety laws, regulations or permit requirements; failure to comply with and/or changes to environmental laws, regulations and other standards; compliance with new foreign laws or regulations; failure to identify attractive acquisition or development candidates necessary to pursue the Corporation's growth strategy; delays and cost overruns in the design and construction of projects, including as a result of COVID-19; loss of key customers; failure to realize the anticipated benefits of acquisitions or joint ventures, including Atlantica (as defined herein) or the Corporation's joint venture with Abengoa S.A ("Abengoa"), Abengoa-Algonquin Global Energy Solutions ("AAGES"), acting in a manner contrary to the Corporation's interests; a drop in the market value of Atlantica's ordinary shares; facilities being condemned or otherwise taken by governmental entities; increased external-stakeholder activism adverse to the Corporation's interests; fluctuations in the price and liquidity of the Corporation's common shares; and the severity and duration of the COVID-19 pandemic and its collateral consequences, including the disruption of economic activity, volatility in capital and credit markets and legislative and regulatory responses. Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Some of these and other factors are discussed in more detail under the heading *Enterprise Risk Management* in this MD&A and in the Corporation's management discussion and analysis for the three and twelve months ended December 31, 2019 (the "Annual MD&A"), and under the heading *Enterprise Risk Factors* in the Corporation's most recent AIF.

Forward-looking information contained herein is made as of the date of this document and based on the plans, beliefs, estimates, projections, expectations, opinions and assumptions of management on the date hereof. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such forward-looking information. Accordingly, readers should not place undue reliance on forward-looking information. While subsequent events and developments may cause the Corporation's views to change, the Corporation disclaims any obligation to update any forward-looking information or to explain any material difference between subsequent actual events and such forward-looking information, except to the extent required by law. All forward-looking information contained herein is qualified by these cautionary statements.

Non-GAAP Financial Measures

The terms "Adjusted Net Earnings", "Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization" ("Adjusted EBITDA"), "Adjusted Funds from Operations", "Net Energy Sales", "Net Utility Sales" and "Divisional Operating Profit" are used throughout this MD&A. The terms "Adjusted Net Earnings", "Adjusted Funds from Operations", "Adjusted EBITDA", "Net Energy Sales", "Net Utility Sales" and "Divisional Operating Profit" are not recognized measures under U.S. GAAP. There is no standardized measure of "Adjusted Net Earnings", "Adjusted EBITDA", "Adjusted Funds from Operations", "Net Energy Sales", "Net Utility Sales", and "Divisional Operating Profit"; consequently, APUC's method of calculating these measures may differ from methods used by other companies and therefore may not be comparable to similar measures presented by other companies. A calculation and analysis of "Adjusted Net Earnings", "Adjusted EBITDA", "Adjusted Funds from Operations", "Net Energy Sales", "Net Utility Sales", and "Divisional Operating Profit", including a reconciliation to the U.S. GAAP equivalent, where applicable, can be found throughout this MD&A.

Adjusted EBITDA

Adjusted EBITDA is a non-GAAP measure used by many investors to compare companies on the basis of ability to generate cash from operations. APUC uses these calculations to monitor the amount of cash generated by APUC as compared to the amount of dividends paid by APUC. APUC uses Adjusted EBITDA to assess the operating performance of APUC without the effects of (as applicable): depreciation and amortization expense, income tax expense or recoveries, acquisition costs, litigation expenses, interest expense, gain or loss on derivative financial instruments, write down of intangibles and property, plant and equipment, earnings attributable to non-controlling interests, non-service pension and post-employment costs, cost related to tax equity financing, gain or loss on foreign exchange, earnings or loss from discontinued operations, changes in value of investments carried at fair value, and other typically non-recurring items. APUC adjusts for these factors as they may be non-cash, unusual in nature and are not factors used by management for evaluating the operating performance of the Company. APUC believes that presentation of this measure will enhance an investor's understanding of APUC's operating performance.

Adjusted EBITDA is not intended to be representative of cash provided by operating activities or results of operations determined in accordance with U.S. GAAP, and can be impacted positively or negatively by these items.

Adjusted Net Earnings

Adjusted Net Earnings is a non-GAAP measure used by many investors to compare net earnings from operations without the effects of certain volatile primarily non-cash items that generally have no current economic impact or items such as acquisition expenses or litigation expenses that are viewed as not directly related to a company's operating performance. APUC uses Adjusted Net Earnings to assess its performance without the effects of (as applicable): gains or losses on foreign exchange, foreign exchange forward contracts, interest rate swaps, acquisition costs, one-time costs of arranging tax equity financing, litigation expenses and write down of intangibles and property, plant and equipment, earnings or loss from discontinued operations, unrealized mark-to-market revaluation impacts (other than those realized in connection with the sales of development assets), changes in value of investments carried at fair value, and other typically non-recurring items as these are not reflective of the performance of the underlying business of APUC. The Non-cash accounting charge related to the revaluation of U.S. deferred income tax assets and liabilities as a result of implementation of the effects of the Tax Cuts and Jobs Act ("U.S. Tax Reform") is adjusted as it is also considered a non-recurring item not reflective of the performance of the underlying business of APUC. APUC believes that analysis and presentation of net earnings or loss on this basis will enhance an investor's understanding of the operating performance of its businesses. Adjusted Net Earnings is not intended to be representative of net earnings or loss determined in accordance with U.S. GAAP, and can be impacted positively or negatively by these items.

Adjusted Funds from Operations

Adjusted Funds from Operations is a non-GAAP measure used by investors to compare cash flows from operating activities without the effects of certain volatile items that generally have no current economic impact or items such as acquisition expenses that are viewed as not directly related to a company's operating performance. APUC uses Adjusted Funds from Operations to assess its performance without the effects of (as applicable): changes in working capital balances, acquisition expenses, litigation expenses, cash provided by or used in discontinued operations and other typically non-recurring items affecting cash from operations as these are not reflective of the long-term performance of the underlying businesses of APUC. APUC believes that analysis and presentation of funds from operations on this basis will enhance an investor's understanding of the operating performance of its businesses. Adjusted Funds from Operations is not intended to be representative of cash flows from operating activities as determined in accordance with U.S. GAAP, and can be impacted positively or negatively by these items.

Net Energy Sales

Net Energy Sales is a non-GAAP measure used by investors to identify revenue after commodity costs used to generate revenue where such revenue generally increases or decreases in response to increases or decreases in the cost of the commodity used to produce that revenue. APUC uses Net Energy Sales to assess its revenues without the effects of fluctuating commodity costs as such costs are predominantly passed through either directly or indirectly in the rates that are charged to customers. APUC believes that analysis and presentation of Net Energy Sales on this basis will enhance an investor's understanding of the revenue generation of its businesses. It is not intended to be representative of revenue as determined in accordance with U.S. GAAP.

Net Utility Sales

Net Utility Sales is a non-GAAP measure used by investors to identify utility revenue after commodity costs, either natural gas or electricity, where these commodity costs are generally included as a pass through in rates to its utility customers. APUC uses Net Utility Sales to assess its utility revenues without the effects of fluctuating commodity costs as such costs are predominantly passed through and paid for by utility customers. APUC believes that analysis and presentation of Net Utility Sales on this basis will enhance an investor's understanding of the revenue generation of its utility businesses. It is not intended to be representative of revenue as determined in accordance with U.S. GAAP.

Divisional Operating Profit

Divisional Operating Profit is a non-GAAP measure. APUC uses Divisional Operating Profit to assess the operating performance of its business groups without the effects of (as applicable): depreciation and amortization expense, corporate administrative expenses, income tax expense or recoveries, acquisition costs, litigation expenses, interest expense, gain or loss on derivative financial instruments, write down of intangibles and property, plant and equipment, gain or loss on foreign exchange, earnings or loss from discontinued operations, non-service pension and post-employment costs, and other typically non-recurring items. APUC adjusts for these factors as they may be non-cash, unusual in nature and are not factors used by management for evaluating the operating performance of the divisional units. Divisional Operating Profit is calculated inclusive of interest, dividend and equity income earned from indirect investments, and Hypothetical Liquidation at Book Value ("HLBV") income, which represents the value of net tax attributes earned in the period from electricity generated by certain of its U.S. wind power and U.S. solar generation facilities. APUC believes that presentation of this measure will enhance an investor's

understanding of APUC's divisional operating performance. Divisional Operating Profit is not intended to be representative of cash provided by operating activities or results of operations determined in accordance with U.S. GAAP.

Capitalized terms used herein and not otherwise defined will have the meanings assigned to them in the Company's most recent AIF.

Overview and Business Strategy

APUC is incorporated under the *Canada Business Corporations Act*. APUC owns and operates a diversified portfolio of regulated and non-regulated generation, distribution, and transmission utility assets which are expected to deliver predictable earnings and cash flows. APUC seeks to maximize total shareholder value through real per share growth in earnings and cash flows to support a growing dividend and share price appreciation. APUC strives to achieve these results while also seeking to maintain a business risk profile consistent with its BBB flat investment grade credit ratings and a strong focus on Environmental, Social and Governance factors.

APUC's current quarterly dividend to shareholders is \$0.1551 per common share or \$0.6204 per common share per annum. Based on exchange rates as at May 6, 2020, the quarterly dividend is equivalent to C\$0.2191 per common share or C\$0.8764 per common share per annum. APUC believes its annual dividend payout allows for both an immediate return on investment for shareholders and retention of sufficient cash within APUC to fund growth opportunities. Changes in the level of dividends paid by APUC are at the discretion of the APUC Board of Directors (the "Board"), with dividend levels being reviewed periodically by the Board in the context of APUC's financial performance and growth prospects.

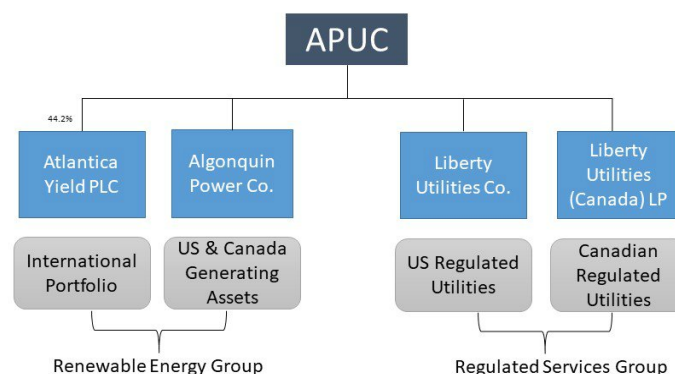
APUC's operations are organized across two primary business units consisting of: the Regulated Services Group, which primarily owns and operates a portfolio of regulated assets in the United States and Canada, and the Renewable Energy Group, which primarily owns and operates a diversified portfolio of renewable generation assets.

APUC pursues investment opportunities with an objective of maintaining the current business mix between its Regulated Services Group and Renewable Energy Group and with leverage consistent with its current credit ratings¹. The business mix target may from time to time require APUC to grow its Regulated Services Group or implement other strategies in order to pursue investment opportunities within its Renewable Energy Group.

The Company also undertakes development activities for both business units, working with a global reach to identify, develop, acquire, or invest in renewable power generating facilities, regulated utilities and other complementary infrastructure projects. See additional discussion in *Corporate Development Activities*.

Summary Organizational Structure

The following represents a summarized organizational chart for APUC. A more detailed description of APUC's organizational structure can be found in the most recent AIF.



¹ See *Treasury Risk Management - Downgrade in the Company's Credit Rating Risk* in the Company's Annual MD&A

Regulated Services Group

The Regulated Services Group operates a diversified portfolio of regulated utility systems throughout the United States and Canada serving approximately 805,000 connections. The Regulated Services Group seeks to provide safe, high quality, and reliable services to its customers and to deliver stable and predictable earnings to APUC. In addition to encouraging and supporting organic growth within its service territories, the Regulated Services Group seeks to deliver continued growth in earnings through accretive acquisitions of additional utility systems.

The Regulated Services Group's regulated electrical distribution utility systems and related generation assets are located in the States of California, New Hampshire, Missouri, Kansas, Oklahoma, and Arkansas, which together serve approximately 267,000 electric connections. The group also owns and manages generating assets with a gross capacity of approximately 1.7 GW and has investments in generating assets with approximately 0.3 GW of net generation capacity.

The Regulated Services Group's regulated natural gas distribution utility systems are located in the States of Georgia, Illinois, Iowa, Massachusetts, New Hampshire, Missouri, and New York, and in the Province of New Brunswick, which together serve approximately 370,000 natural gas connections.

The Regulated Services Group's regulated water distribution and wastewater collection utility systems are located in the States of Arizona, Arkansas, California, Illinois, Missouri, and Texas, which together serve approximately 168,000 connections.

Renewable Energy Group

The Renewable Energy Group generates and sells electrical energy produced by its diverse portfolio of renewable power generation and clean power generation facilities primarily located across the United States and Canada. The Renewable Energy Group seeks to deliver continuing growth through development of new greenfield power generation projects and accretive acquisitions of additional electrical energy generation facilities.

The Renewable Energy Group directly owns and operates hydroelectric, wind, solar, and thermal facilities with a combined gross generating capacity of approximately 1.5 GW. Approximately 84% of the electrical output is sold pursuant to long term contractual arrangements which as of March 31, 2020 had a production-weighted average remaining contract life of approximately 14 years.

In addition to directly owned and operated assets, APUC also holds a 44.2% interest in Atlantica Yield PLC ("Atlantica"). Atlantica owns and operates a portfolio of international clean energy and water infrastructure assets under long term contracts with a Cash Available for Distribution (CAFD) weighted average remaining contract life of approximately 18 years as of December 31, 2019.

Corporate Highlights

Quarterly Operating Results

APUC operating results relative to the same period last year are as follows:

(all dollar amounts in \$ millions except per share information)	Three Months Ended March 31		
	2020	2019	Change
Net earnings (loss) attributable to shareholders	\$(63.8)	\$86.4	(174)%
Adjusted Net Earnings ¹	\$103.3	\$93.8	10%
Adjusted EBITDA ¹	\$242.2	\$231.5	5%
Net earnings (loss) per common share	\$(0.13)	\$0.17	(176)%
Adjusted Net Earnings per common share ¹	\$0.19	\$0.19	—%

¹ See *Non-GAAP Financial Measures*.

Annual Dividend increased from \$0.5640 to \$0.6204 per Common Share and declaration of 2020 Second Quarter Dividend of \$0.1551 (C\$0.2191) per Common Share

APUC currently targets annual growth in dividends payable to shareholders underpinned by increases in earnings and cash flow. In setting the appropriate dividend level, the Board of APUC considers the Company's current and expected growth in earnings per share as well as a dividend payout ratio as a percentage of earnings per share and cash flow per share.

On May 7, 2020, APUC announced that the Board approved an increase in the dividend to \$0.1551 per quarter, \$0.6204 annually, and declared a second quarter 2020 dividend of \$0.1551 per common share payable on July 15, 2020 to shareholders of record on June 30, 2020.

Based on the Bank of Canada exchange rate on May 6, 2020, the Canadian dollar equivalent for the first quarter 2020 dividend is C\$0.2191 per common share.

The previous four quarter U.S and Canadian dollar equivalent dividends per common share have been as follows:

	Q3 2019	Q4 2019	Q1 2020	Q2 2020	Total
U.S. dollar dividend	\$0.1410	\$0.1410	\$0.1410	\$0.1551	\$0.5781
Canadian dollar equivalent	\$0.1878	\$0.1858	\$0.1876	\$0.2191	\$0.7803

Impact of COVID-19 on Quarterly Operating Results

There were no material effects from the impact of COVID-19 on the Company's results for three months ended March 31, 2020, since most of the broader public health measures to respond to COVID-19 that could impact the Company's operations were put into effect late in the quarter.

Regulated Services Group Highlights

Issuance of C\$200 million of senior unsecured debentures

On February 14, 2020, Liberty Utilities (Canada) LP, the holding company of the New Brunswick Gas System, established its Canadian Bond platform to finance the New Brunswick Gas System with the issuance of C\$200.0 million of senior unsecured debentures bearing interest at 3.315% and a maturity date of February 14, 2050. The Canadian bond platform can be used for future debt issuances to accommodate future regulated utility growth in Canada. The debentures received a rating of BBB from DBRS (see *Long Term Debt*).

The COVID-19 Pandemic

Company Response to COVID-19

The Company holds the health, safety and well-being of its employees, customers and the communities in which it operates as a top priority. The Company is also an active participant in all of the communities it serves.

In response to the onset and continued spread of COVID-19, and public health measures implemented in connection with the pandemic, the Company has also taken a number of actions, including but not limited to the following:

- assessing, updating and implementing as appropriate existing business continuity plans, including for pandemic-specific scenarios, for each of the Company's key business units;
- operational measures intended to protect the health and safety of the Company's employees and customers and limit the risk of exposure to COVID-19, including (i) restricting business travel, (ii) implementing "work from home" policies where possible, (iii) adopting physical distancing requirements between employees, customers, and the general public, (iv) restricting visitor interactions including the closure of local customer facing offices, (v) implementing wide spread use of virtual meeting technology, (vi) taking precautions with respect to employee and facility hygiene, and (vii) supplying customer-facing and other front-line employees with personal protective equipment;
- temporarily suspending the disconnection of customer utility services for non-payment, temporarily waiving late payment charges, and temporarily suspending collection of overdue accounts, across all of its utility service territories;
- forming (i) a broadly-focused COVID-19 working group chaired by the Chief Operating Officer and comprised of cross functional leaders from across the Company, which communicates regularly in order to monitor the impact of COVID-19 throughout all of the Company's service territories and broadly across North America, share the latest available information, develop appropriate responses to actual and potential impacts of COVID-19 on the Company's employees and operations, and provide oversight of local COVID-19 response teams at the Company's head office and regional locations, and (ii) a working group chaired by the Chief Development Officer focused specifically on monitoring and responding to actual and potential impacts of COVID-19 on the Company's renewable energy construction projects; and
- working with on-site contractors at its renewable energy construction projects to ensure that appropriate preventive policies are adopted consistent with Company policies.

Uninterrupted Utility Operations Maintained

As an operator of electric, water and gas utility systems and a generator of electricity, the Company provides essential services to communities throughout North America. The Company has ensured that these utility services have continued uninterrupted since the onset of the public health measures taken to address the COVID-19 pandemic.

Additional Liquidity Obtained

As of March 31, 2020, the Company's consolidated net available liquidity under its and its subsidiaries' committed facilities was \$856.1 million.

The spread of COVID-19 has led to disruption and volatility in global capital and credit markets, which has generally adversely impacted many corporations' access to the debt and equity capital markets. Given the uncertainty around the length and extent of public health measures to address the COVID-19 pandemic and uncertainty around the extent of the impact this could have on capital markets, the Company and its subsidiaries secured an additional \$1.6 billion of liquidity as an additional margin of safety intended to ensure the Company can continue to move forward with its updated 2020 capital expenditure plan and committed acquisitions independent of the state of the capital markets. The additional liquidity is in the form of 364-day non-revolving delayed draw credit facilities. The Company believes that it has sufficient liquidity to fund all of its capital commitments, including committed acquisitions, for the next 12 months.

For a further discussion of the Company's liquidity and access to capital, see *Liquidity and Capital Reserves* in this MD&A.

Community Support Provided

In addition to suspension of disconnection of utility services, late payment charges and collection activities mentioned above, on April 8, 2020, the Company also announced a \$500,000 donation across its operating territories during the COVID-19 pandemic to local community support organizations such as foodbanks. The Company is also donating personal protective equipment to support front line 'COVID hero' workers.

Outlook

The following discussion should be read in conjunction with the *Forward-Looking Statements and Forward-Looking Information* section in this MD&A.

Potential Future Impacts of COVID-19 on the Company in 2020

The extent of the future impact of the COVID-19 pandemic on the Company will depend on, among other things, the duration of the pandemic, the extent of the related public health response measures taken in response to the pandemic and the Company's efforts to mitigate the impact on its operations.

The Company did not experience any material negative impacts from the pandemic on its operations in the three months ended March 31, 2020. Nevertheless, the Company's business, financial condition, cash flows and results of operations are subject to actual and potential future impacts resulting from COVID-19, the full extent of which are not currently known. The following paragraphs below describe certain impacts of COVID-19 on the Company to date and areas where the Company expects there could be further impacts on its operations in both the Regulated Services Group and the Renewable Energy Group.

Consolidated Capital Expenditures

In light of COVID-19-related factors, the Company is updating its capital expenditure estimates for the 2020 fiscal year. The Company expects to defer between \$100.0 million to \$300.0 million of capital expenditures originally planned for 2020 to 2021. Aggregate 2020 capital expenditures for the Company are now expected to be in the range of \$1.30 billion to \$1.75 billion which is revised from the Company's previous estimate of \$1.60 billion to \$1.85 billion. The deferral of up to \$75 million of capital expenditures in the Regulated Services Group is targeted to areas that are not anticipated to change expected earnings for the group in 2020. The deferral of capital expenditures in the Renewable Energy Group is not expected to change the current targeted in service dates for renewable energy projects currently under construction. The Company will continue to monitor the impacts of COVID-19 and other factors on its updated 2020 capital expenditure estimates. See *Summary of Property, Plant and Equipment Expenditures - 2020 Capital Investments* in this MD&A for a more detailed discussion of the Company's updated 2020 capital expenditure estimates.

Regulated Services Group

Accounts receivable collections and bad debt expense

COVID-19 is causing economic hardship for many customers in the service territories within which the Company operates. In response, and consistent with most utility companies in North America, the Company has temporarily suspended disconnection activities for non-payment, waived late payment charges and suspended collection activities for overdue customer accounts across its utility service territories. As at April 30, 2020, these measures have resulted in collection delays which has increased accounts receivable greater than 60 days overdue to approximately 8% of total accounts receivable, compared to 5% as at April 30, 2019.

Delays in accounts receivable collection have not yet resulted in bad debt expense higher than the Company has incurred historically and recovered in rates which has been less than 1% of utility revenues. Nevertheless, higher bad debt expense may occur in the future, but the extent of which is not known at this time. Certain jurisdictions already have a mechanism in place for utilities to record and seek recovery of these incremental costs and other jurisdictions are considering introducing similar mechanisms. To the extent that bad debt expense rises to levels higher than what has been allowed for already in rates, the Company intends to seek recovery of these costs in future rate reviews.

Since the length of the pandemic and its impacts on bad debt expense are not known and the extent to which the Company will be successful in seeking recovery of these costs in future rate review proceedings is not known, the actual impact on the Company's operations in 2020 are not known at this time.

Change in customer demand

Algonquin operates 40 utilities across 14 regulatory jurisdictions delivering electric, natural gas, water and waste water services to residential, commercial and industrial customers in the areas it serves. The COVID-19 pandemic and resulting business suspensions and shutdowns have changed consumption patterns of residential, commercial and industrial customers across all three modalities of utility services, including decreased consumption among certain commercial and industrial customers. Further, different regulatory jurisdictions provide different mechanisms to allow utilities to adapt to changes in demand including decoupling on a total revenue basis, decoupling on a weather adjusted basis, and fixed fee components in rates.

Since the length of the pandemic and its impacts on residential, commercial and industrial customers as the economy begins to reopen are not known, the actual impacts on the Company's operations for the balance of 2020 are not known at this time. However, the Company estimates that the adverse impact of COVID-19 on Net Utility Sales (see *Non-GAAP Financial Measures*) in the month of April 2020, on a weather adjusted basis, was approximately \$3 million.

Renewable Energy Group

Major Project Construction

In each of the jurisdictions where the Company's major renewable energy construction projects are located, construction of new renewable energy generation is considered an essential activity exempt from government-mandated business shutdowns. As a result, construction activities have, to date, proceeded substantially in accordance with planned schedules at all of the Company's major renewable energy construction projects.

The Company has received force majeure or similar notices from suppliers and/or contractors for all of its significant renewable energy construction projects. These notices relate to, among other things, delayed deliveries of components due to overseas manufacturing shutdowns. As a result of these COVID-19 related delays, the Company currently anticipates that the placed-in-service date for 16 of the 127 total wind turbines at its Maverick Creek Wind Project in Texas will occur in 2021, rather than in 2020 as originally expected. However, the Company still expects the turbines placed in service in 2021 to qualify for 100% U.S. federal production tax credits ("PTCs") under section 45 of the Internal Revenue Code of 1986 (as amended) in reliance on meeting the continuous efforts requirement provided in IRS guidance.

Additional manufacturing, transportation and delivery delays, as well as certain labour or other workforce disruptions at construction sites due to COVID-19 are possible and may adversely impact the Company's current project construction schedules. However, the length and extent of the impact of COVID-19 on construction activities is not known at this time and therefore the overall impact on the Company is not known.

For a discussion of additional risks the Company faces related to COVID-19 please refer to *Enterprise Risk Management*.

Cost containment strategies

In response to the unfavorable weather variance experienced in the three months ended March 31, 2020, the Company began implementing cost containment strategies that are targeted at reducing operating expenses by approximately \$15.0 million during the remainder of 2020. The cost containment strategies are focused on areas that would not impact safe and reliable delivery of utility services to customers.

Updated 2020 Adjusted Net Earnings Per Share Guidance

In light of the unfavorable weather variance experienced in the three months ended March 31, 2020, and considering that it is not known whether the cost containment strategies will be sufficient to mitigate both the unfavorable weather impact of the first quarter and the impact of COVID-19 in the balance of 2020, the Company is updating its previously-issued Adjusted Net Earnings per share guidance for the 2020 fiscal year from \$0.68 - \$0.70 to \$0.65 - \$0.70 (see *Non-GAAP Financial Measures*). The Company will continue to monitor the impacts of COVID-19 and other factors on its updated 2020 Adjusted Net Earnings per share estimates.

This revised guidance is based on the following key assumptions, as well as those set out under *Forward-Looking Statements and Forward-Looking Information*:

- normalized weather patterns for the remainder of 2020 in the geographical areas in which the Company operates;
- the implementation of rate decoupling in Missouri by June of 2020;
- closing the acquisition of Ascendant Group Limited ("Ascendant"), the parent company of the Bermuda Electric Company, in the third quarter of 2020;
- a decrease in revenues related to COVID-19 based on the estimated reduction in Net Utility Sales (see *Non-GAAP Financial Measures*) in April 2020 and assuming a gradual easing over the remainder of 2020.
- renewable generation in accordance with the Company's long term averages; and
- a decrease in operating and maintenance costs of \$15.0 million versus the Company's prior estimates

Long term capital investment program reaffirmed

Over the long term, the Company remains well-positioned to enhance shareholder value through the execution of its capital plan and due to the balance and strength of its diversified portfolio across the Regulated Services Group and the Renewable Energy Group. The Company continues to maintain its previously-disclosed expectations regarding its approximately \$9.2 billion development pipeline consisting of approximately \$6.7 billion of investments in its Regulated Services Group and approximately \$2.5 billion of investments in its Renewable Energy Group for the period from 2020 through the end of 2024.

2020 First Quarter Results From Operations

Key Financial Information

(all dollar amounts in \$ millions except per share information)	Three Months Ended March 31	
	2020	2019
Revenue	\$ 464.9	\$ 477.2
Net earnings (loss) attributable to shareholders	(63.8)	86.4
Cash provided by operating activities	66.9	122.1
Adjusted Net Earnings ¹	103.3	93.8
Adjusted EBITDA ¹	242.2	231.5
Adjusted Funds from Operations ¹	179.3	173.5
Dividends declared to common shareholders	74.6	63.3
Weighted average number of common shares outstanding	525,828,253	490,538,243
Per share		
Basic net earnings (loss)	\$ (0.13)	\$ 0.17
Diluted net earnings (loss)	\$ (0.13)	\$ 0.17
Adjusted Net Earnings ^{1,2}	\$ 0.19	\$ 0.19
Dividends declared to common shareholders	\$ 0.14	\$ 0.13

¹ See *Non-GAAP Financial Measures*.

² APUC uses per share Adjusted Net Earnings to enhance assessment and understanding of the performance of APUC.

For the three months ended March 31, 2020, APUC experienced an average exchange rate of Canadian to U.S. dollars of approximately 0.7439 as compared to 0.7523 in the same period in 2019. As such, any quarter over quarter variance in revenue or expenses, in local currency, at any of APUC's Canadian entities is affected by a change in the average exchange rate upon conversion to APUC's reporting currency.

For the three months ended March 31, 2020, APUC reported total revenue of \$464.9 million as compared to \$477.2 million during the same period in 2019, a decrease of \$12.3 million. The major factors resulting in the decrease in APUC's revenue in the three months ended March 31, 2020 as compared to the corresponding period in 2019 are set out as follows:

(all dollar amounts in \$ millions)		Three Months Ended March 31
Comparative Prior Period Revenue	\$	477.2
REGULATED SERVICES GROUP		
Existing Facilities		
Electricity: Decrease is primarily due to lower consumption and warmer weather that resulted in a 12% decrease in heating degree days compared to the same period in the prior year at the Empire Electric and the Granite State Electric Systems.		(25.5)
Gas: Decrease is primarily due to lower pass through commodity costs.		(28.2)
Water: Increase is primarily due to higher pass through commodity costs at the Litchfield Park Water and the White Hall Water Systems. This was partially offset by arbitration at the Fox River Water System resulting in rate base and year-over-year rate reduction.		0.5
Other		0.1
		(53.1)
New Facilities		
Gas: Acquisitions of New Brunswick Gas (October 2019) and St. Lawrence Gas (November 2019).		36.1
		36.1
Rate Reviews		
Electricity: Implementation of temporary rates at the Granite State Electric System as well as a rate increase as a result of adding the Turquoise Solar Facility to the rate base at the CalPeco Electric System.		1.2
Water: Implementation of interim rates at the Park Water System.		0.6
		1.8
RENEWABLE ENERGY GROUP		
Existing Facilities		
Hydro: Decrease is primarily due to lower production, partially offset by favourable pricing in the Western Region.		(1.2)
Wind Canada: Increase is primarily due to the Amherst Island Wind Facility which was previously accounted for as an equity investment before the Company acquired the remaining 50% interest and began consolidating in April 2019.		6.7
Wind U.S.: Increase is primarily due to higher production.		0.9
Solar Canada: Decrease is primarily due to lower production.		(0.2)
Solar U.S.: Increase is primarily due to higher production and recognition of insurance claim settlement at the Bakersfield Solar Facility, partially offset by lower production at the Great Bay Solar Facility.		0.2
Thermal: Decrease is primarily due to unfavorable capacity pricing at the Windsor Locks Thermal Facility and lower production across all sites.		(3.7)
Other		0.4
		3.1
Foreign Exchange		(0.2)
Current Period Revenue	\$	464.9

A more detailed discussion of these factors is presented within the business unit analysis.

For the three months ended March 31, 2020, net loss attributable to shareholders totaled \$63.8 million as compared to \$86.4 million during the same period in 2019, a decrease of \$150.2 million or 173.8%. The decrease was due to a \$185.0 million change in fair value of investments carried at fair value, a \$7.9 million increase in depreciation and amortization expenses, a \$3.6 million increase in interest expense, a \$2.6 million increase in administration charges, a \$2.1 million increase in pension and post-employment non-service costs, and a \$0.3 million increase in other losses. These items were partially offset by a \$10.5 million increase in earnings from operating facilities, a \$4.2 million increase in foreign exchange gain, a \$1.9 million decrease in acquisition related costs, a \$2.8 million increase in interest, dividend, equity and other income, a \$3.1 million increase in net effect of non-controlling interests, a \$0.3 million increase in gains from derivative

instruments, and a \$28.5 million decrease in income tax expense (tax explanations are discussed in *APUC: Corporate and Other Expenses*) as compared to the same period in 2019.

During the three months ended March 31, 2020, cash provided by operating activities totaled \$66.9 million as compared to \$122.1 million during the same period in 2019, a decrease of \$55.2 million. During the three months ended March 31, 2020, Adjusted Funds from Operations totaled \$179.3 million as compared to Adjusted Funds from Operations of \$173.5 million during the same period in 2019, an increase of \$5.8 million (see *Non-GAAP Financial Measures*).

During the three months ended March 31, 2020, Adjusted EBITDA totaled \$242.2 million as compared to \$231.5 million during the same period in 2019, an increase of \$10.7 million or 4.6%. A more detailed analysis of these factors is presented within the reconciliation of Adjusted EBITDA to net earnings set out below (see *Non-GAAP Financial Measures*).

2020 Adjusted EBITDA Summary

Adjusted EBITDA (see *Non-GAAP Financial Measures*) for the three months ended March 31, 2020 totaled \$242.2 million as compared to \$231.5 million during the same period in 2019, an increase of \$10.7 million or 4.6%. The breakdown of Adjusted EBITDA by the Company's main operating segments and a summary of changes are shown below.

Adjusted EBITDA by segment (all dollar amounts in \$ millions)	Three Months Ended March 31	
	2020	2019
Regulated Services Group Operating Profit	\$ 170.2	\$ 161.2
Renewable Generation Group Operating Profit	87.2	83.1
Administration Expenses	(15.7)	(13.1)
Other Income & Expenses	\$ 0.5	\$ 0.3
Total APUC Adjusted EBITDA	\$ 242.2	\$ 231.5
Change in Adjusted EBITDA (\$)	\$ 10.7	
Change in Adjusted EBITDA (%)	4.6%	

Change in Adjusted EBITDA Breakdown

(all dollar amounts in \$ millions)	Regulated Services	Renewable Generation	Corporate	Total
Prior period balances	\$ 161.2	\$ 83.1	\$ (12.8)	\$ 231.5
Existing Facilities	(6.1)	4.2	0.2	(1.7)
New Facilities	13.3	—	—	13.3
Rate cases	1.8	—	—	1.8
Foreign Exchange Impact	—	(0.1)	—	(0.1)
Administration Expenses	—	—	(2.6)	(2.6)
Total change during the period	\$ 9.0	\$ 4.1	\$ (2.4)	\$ 10.7
Current Period Balances	\$ 170.2	\$ 87.2	\$ (15.2)	\$ 242.2

REGULATED SERVICES GROUP

The Regulated Services Group operates rate-regulated utilities that provide distribution services to approximately 805,000 connections in the natural gas, electric, and water and wastewater sectors which is an increase of approximately 35,000 connections as compared to the prior year. On October 1, 2019, with the acquisition of the New Brunswick Gas System, the Regulated Services Group expanded its footprint into Canada and added an additional 12,000 connections. On November 1, 2019, with the acquisition of the St. Lawrence Gas System, the Regulated Services Group added an additional 17,000 connections in New York State. The Regulated Services Group's strategy is to grow its business organically and through business development activities while using prudent acquisition criteria. The Regulated Services Group believes that its business results are maximized by building constructive regulatory and customer relationships, and enhancing connections in the communities in which it operates.

Utility System Type

	As at March 31			
	2020		2019	
(all dollar amounts in \$ millions)	Assets	Total Connections ¹	Assets	Total Connections ¹
Electricity	\$ 2,613.2	267,000	\$ 2,792.4	266,000
Natural Gas	\$ 1,388.3	370,000	\$ 1,377.3	339,000
Water and Wastewater	\$ 520.6	168,000	\$ 513.6	165,000
Other	\$ 78.7		\$ 71.0	
Total	\$ 4,600.8	805,000	\$ 4,754.4	770,000
Accumulated Deferred Income Taxes Liability	485.1		459.0	

¹ Total Connections represents the sum of all active and vacant connections.

The Regulated Services Group aggregates the performance of its utility operations by utility system type – electricity, natural gas, and water and wastewater systems.

The electric distribution systems are comprised of regulated electrical distribution utility systems and serve approximately 267,000 connections in the States of California, New Hampshire, Missouri, Kansas, Oklahoma, and Arkansas.

The natural gas distribution systems are comprised of regulated natural gas distribution utility systems and serve approximately 370,000 connections located in the States of New Hampshire, Illinois, Iowa, Missouri, Georgia, Massachusetts, and New York, and in the Province of New Brunswick.

The water and wastewater distribution systems are comprised of regulated water distribution and wastewater collection utility systems and serve approximately 168,000 connections located in the States of Arkansas, Arizona, California, Illinois, Missouri and Texas.

2020 Annual Usage Results

Electric Distribution Systems

	Three Months Ended March 31	
	2020	2019
Average Active Electric Connections For The Period		
Residential	228,800	226,900
Commercial and industrial	38,100	37,900
Total Average Active Electric Connections For The Period	266,900	264,800
Customer Usage (GW-hrs)		
Residential	657.3	754.7
Commercial and industrial	822.8	955.0
Total Customer Usage (GW-hrs)	1,480.1	1,709.7

For the three months ended March 31, 2020, the electric distribution systems' usage totaled 1,480.1 GW-hrs as compared to 1,709.7 GW-hrs for the same period in 2019, a decrease of 229.6 GW-hrs or 13.4%. The decrease in electricity consumption is primarily due to a 12% decrease in heating degree days at the Empire Electric System compared to the same period in the previous year.

Natural Gas Distribution Systems

	Three Months Ended March 31	
	2020	2019
Average Active Natural Gas Connections For The Period		
Residential	318,000	293,700
Commercial and industrial	38,300	32,600
Total Average Active Natural Gas Connections For The Period	356,300	326,300
Customer Usage (MMBTU)		
Residential	10,579,000	9,935,000
Commercial and industrial	7,472,000	6,055,000
Total Customer Usage (MMBTU)	18,051,000	15,990,000

For the three months ended March 31, 2020, usage at the natural gas distribution systems totaled 18,051,000 MMBTU as compared to 15,990,000 MMBTU during the same period in 2019, an increase of 2,061,000 MMBTU, or 12.9% primarily as a result of the acquisition of the New Brunswick Gas System and the St. Lawrence Gas System.

Water and Wastewater Distribution Systems

	Three Months Ended March 31	
	2020	2019
Average Active Connections For The Period		
Wastewater connections	44,800	43,300
Water distribution connections	116,200	114,000
Total Average Active Connections For The Period	161,000	157,300
Gallons Provided (millions of gallons)		
Wastewater treated	649	622
Water provided	3,055	2,851
Total Gallons Provided (millions of gallons)	3,704	3,473

For the three months ended March 31, 2020, the water and wastewater distribution systems provided approximately 3,055 million gallons of water to its customers and treated approximately 649 million gallons of wastewater as compared to 2,851 million gallons of water provided and 622 million gallons of wastewater treated during the same period in 2019, an increase in total gallons provided of 232 million, or 6.7%.

2020 Regulated Services Group Operating Results

(all dollar amounts in \$ millions)	Three Months Ended March 31	
	2020	2019
Revenue		
Utility electricity sales and distribution	\$ 180.7	\$ 205.1
Less: cost of sales – electricity	(57.2)	(69.6)
Net Utility Sales - electricity ¹	123.5	135.5
Utility natural gas sales and distribution	170.6	164.9
Less: cost of sales – natural gas	(63.6)	(79.6)
Net Utility Sales - natural gas ¹	107.0	85.3
Utility water distribution & wastewater treatment sales and distribution	27.8	26.8
Less: cost of sales – water	(2.3)	(1.5)
Net Utility Sales - water distribution & wastewater treatment ¹	25.5	25.3
Gas transportation	14.0	12.4
Other revenue	3.0	1.9
Net Utility Sales¹	273.0	260.4
Operating expenses	(108.4)	(102.0)
Other income	3.9	1.3
HLBV ²	1.7	1.5
Divisional Operating Profit^{1,3}	\$ 170.2	\$ 161.2

¹ See *Non-GAAP Financial Measures*.

² HLBV income represents the value of net tax attributes monetized by the Regulated Services Group in the period at the Luning Solar Facility.

³ Certain prior year items have been reclassified to conform with current year presentation.

2020 First Quarter Operating Results

For the three months ended March 31, 2020, the Regulated Services Group reported an operating profit (excluding corporate administration expenses) of \$170.2 million as compared to \$161.2 million for the comparable period in the prior year.

Highlights of the changes are summarized in the following table:

(all dollar amounts in \$ millions)		Three Months Ended March 31
Prior Period Operating Profit	\$	161.2
Existing Facilities		
Electricity: Decrease is primarily due to lower consumption and warmer weather that resulted in a 12% decrease in heating degree days compared to the same period in the prior year at the Empire Electric and the Granite State Electric Systems, partially offset by operating cost savings at the Granite State and Empire Electric Systems.		(8.0)
Gas: Increase is primarily due to a decoupling adjustment applied in the prior year as well operating cost savings at the EnergyNorth Gas System, partially offset by lower consumption as a result of warmer weather compared to the prior year at the Empire Gas System.		0.1
Water: Decrease is primarily due to an increase in operating costs at the Arizona and Texas Water Systems as well as arbitration at the Fox River Water System resulting in rate base and year-over-year rate reduction.		(1.1)
Other: Increase is primarily due to an increase in allowance for funds used during construction (AFUDC) due to higher construction work in progress.		2.9
		(6.1)
New Facilities		
Gas: Acquisitions of New Brunswick Gas (October 2019) and St. Lawrence Gas (November 2019).		13.3
		13.3
Rate Reviews		
Electricity: Implementation of temporary rates at the Granite State Electric System as well as a rate increase as a result of adding the Turquoise Solar Facility to the rate base at the CalPeco Electric System.		1.2
Water: Implementation of interim rates at the Park Water System.		0.6
		1.8
Current Period Divisional Operating Profit¹	\$	170.2

¹ See *Non-GAAP Financial Measures*.

Regulatory Proceedings

The following table summarizes the major regulatory proceedings currently underway within the Regulated Services Group:

Utility	State/Province	Regulatory Proceeding Type	Rate Request (millions)	Current Status
Completed Rate Reviews				
Energy North Gas System	New Hampshire	GRC	\$13.8	Energy North has withdrawn this application and plans on refiling a new application in July 2020.
New England Gas System	Massachusetts	GSEP	\$2.7	On October 31, 2019, filed the 2020 GSEP application requesting an incremental increase in revenue of \$2.7 million. On April 30, 2020, the application was approved for new rates effective May 1, 2020.
Pending Rate Reviews				
Empire Electric (Missouri System)	Missouri	GRC	\$21.8	On August 14, 2019, filed an application for an annual increase in the revenue requirement of approximately \$26.5 million. The requested amount was updated to \$21.8 million during the proceedings. On April 15, 2020, a non-unanimous settlement agreement was reached. If the Missouri Public Service Commission ("MPSC") approves the terms of the agreement as a complete resolution of the review, the Company will receive a full return on its increased rate base. In addition, a decoupling mechanism will be implemented for residential and certain other classes of customers which will reconcile rates for weather and conservation beginning in the summer of 2020. A decision on the rate review from the MPSC is expected to be issued in June 2020.
Granite State Electric System	New Hampshire	GRC	\$8.6	On April 30, 2019, filed a rate review requesting increases of \$2.1 million for temporary rates effective July 1, 2019, \$5.7 million for permanent rates effective May 1, 2020, and a step increase of \$2.3 million effective May 1, 2020. On June 28, 2019, a temporary rate increase of \$2.1 million was approved by the NHPUC. On November 22, 2019, Granite State filed an update requesting an increase of \$6.7 million for permanent rates effective May 1, 2020. The permanent rate request was subsequently revised in Company rebuttal testimony on January 30, 2020, to \$6.3 million.
CalPeco Electric System	California	GRC	\$14.9	A rate review is currently underway requesting a rate increase of \$14.9 million over three years (\$6.9 million for 2019, \$4.1 million for 2020, and \$3.9 million for 2021).
Peach State Gas System	Georgia	GRC	\$2.9	On April 1, 2020, filed an application for an annual increase in the revenue requirement of \$2.9 million.
Various	Various	Various	\$1.9	Other pending rate review requests across two water utilities and one wastewater utility.

Retirement of Asbury Coal Facility

The Company retired its Asbury coal generation facility on March 1, 2020. This retirement did not have any impact on the Company's results for the three months ended March 31, 2020. The net book value of the facility has now been set up as a regulatory asset and will be subject to a future rate review proceeding. Retirement of the facility is expected to reduce CO₂e emissions in excess of 905,000 metric tons annually.

Impact on Regulatory Proceedings resulting from COVID-19

The Company has continued to work with all state regulatory commissions throughout the COVID-19 pandemic.

The Company has elected to delay the refiling of the Energy North rate review from a planned April 2020 submission to July 2020, as well as its filing of the Pine Bluff Water rate review, from a planned April 2020 submission to August 2020. The Company expects 2020 revenue impacts from these two delayed filings to generally be offset by cost saving measures.

The Empire Electric (Missouri System) has entered into a non-unanimous settlement agreement for its general rate review. In consideration of COVID-19 the agreement indicates that rather than increasing rates in 2020, the approved increase in the revenue requirement will be held as a regulatory asset until the effective date of rates resulting from the Company's next rate review, which is expected to conclude sometime in 2021. As a non-unanimous agreement, this settlement is subject to a hearing and approval from the MPSC.

As part of its Granite State Electric System general rate review, the Company anticipates entering a settlement agreement in the second quarter of 2020 that would delay the implementation of permanent rates until July 2020 as a result of COVID-19.

The Company is not aware of any impact resulting from COVID-19 on its CalPeco Electric System or Peach State Gas System general rate reviews.

Regulatory Proceedings related to Acquisitions:

Bermuda Electric Light Company

On February 7, 2020, the Bermuda Minister of Home Affairs extended the deadline for the Regulatory Authority of Bermuda to issue a final decision regarding APUC's pending acquisition of Ascendant until October 4, 2020. From April 3, 2020 to May 4, 2020, the Regulatory Authority of Bermuda held a public consultation process, inviting interested parties to review the application relating to the pending acquisition and provide comment. The next steps in the process will be determined by the Regulatory Authority of Bermuda.

New York American Water

On November 20, 2019, the Company entered into an agreement to acquire American Water Works Company Inc.'s ("American Water") regulated operations in the State of New York ("New York American Water"). New York American Water is a regulated water and wastewater utility serving customers across seven counties in southeastern New York. On February 28, 2020, the Company and American Water filed a joint petition with the New York State Public Service Commission for approval of the acquisition. A procedural conference by telephone is scheduled for June 4, 2020. The transaction is expected to close in 2021 and remains subject to regulatory approval and other closing conditions.

RENEWABLE ENERGY GROUP

2020 Electricity Generation Performance

(Performance in GW-hrs sold)	Long Term Average Resource	Three Months Ended March 31	
		2020	2019
Hydro Facilities:			
Maritime Region	27.5	24.5	28.2
Quebec Region	56.0	57.6	57.7
Ontario Region	38.3	22.3	29.8
Western Region	9.6	9.4	9.6
	131.4	113.8	125.3
Wind Facilities:			
St. Damase	20.9	20.9	25.4
St. Leon	121.4	113.8	111.6
Red Lily ¹	23.2	22.7	22.3
Morse	30.5	28.3	24.9
Amherst	65.3	58.9	66.8
Sandy Ridge	47.1	42.7	38.3
Minonk	187.4	184.7	186.6
Senate	151.3	134.2	134.7
Shady Oaks	108.2	99.7	108.0
Odell	230.5	215.2	196.0
Deerfield	160.4	166.7	158.7
	1,146.2	1,087.8	1,073.3
Solar Facilities:			
Cornwall	2.6	2.4	3.0
Bakersfield	12.9	13.3	12.0
Great Bay	31.2	27.3	28.5
	46.7	43.0	43.5
Renewable Energy Performance	1,324.3	1,244.6	1,242.1
Thermal Facilities:			
Windsor Locks	N/A ²	31.2	30.2
Sanger	N/A ²	1.7	26.2
		32.9	56.4
Total Performance		1,277.5	1,298.5

¹ APUC owns a 75% equity interest in the Red Lily Wind Facility but accounts for the facility using the equity method. The production figures represent full energy produced by the facility.

² Natural gas fired co-generation facility.

2020 First Quarter Renewable Energy Group Performance

For the three months ended March 31, 2020, the Renewable Energy Group generated 1,277.5 GW-hrs of electricity as compared to 1,298.5 GW-hrs during the same period of 2019.

For the three months ended March 31, 2020, the hydro facilities generated 113.8 GW-hrs of electricity as compared to 125.3 GW-hrs produced in the same period in 2019, a decrease of 9.2%. Electricity generated represented 86.6% of long-term average resources ("LTAR") as compared to 95.4% during the same period in 2019. During the quarter, all regions except the Quebec Region were below their respective LTAR.

For the three months ended March 31, 2020, the wind facilities produced 1,087.8 GW-hrs of electricity as compared to 1,073.3 GW-hrs produced in the same period in 2019, an increase of 1.4%. During the three months ended March 31, 2020, the wind facilities generated electricity equal to 94.9% of LTAR as compared to 93.6% during the same period in 2019.

For the three months ended March 31, 2020, the solar facilities generated 43.0 GW-hrs of electricity as compared to 43.5 GW-hrs of electricity in the same period in 2019, a decrease of 1.1%. The solar facilities generated electricity equal to 92.1% of LTAR as compared to 93.1% in the same period in 2019.

For the three months ended March 31, 2020, the thermal facilities generated 32.9 GW-hrs of electricity as compared to 56.4 GW-hrs of electricity during the same period in 2019 primarily because of lower dispatches in the Sanger Thermal Facility from weak market conditions in 2020. During the same period, the Windsor Locks Thermal Facility generated 180.3 billion lbs of steam as compared to 165.1 billion lbs of steam during the same period in 2019.

2020 Renewable Energy Group Operating Results

(all dollar amounts in \$ millions)	Three Months Ended March 31	
	2020	2019
Revenue ¹		
Hydro	\$ 9.8	\$ 11.0
Wind	46.6	39.1
Solar	3.5	3.5
Thermal	6.4	9.8
Total Revenue	\$ 66.3	\$ 63.4
Less:		
Cost of Sales - Energy ²	(1.2)	(1.4)
Cost of Sales - Thermal	(2.8)	(5.5)
Realized gain/(loss) on hedges ³	(0.1)	(0.2)
Net Energy Sales⁸	\$ 62.2	\$ 56.3
Renewable Energy Credits ⁴	2.1	2.5
Other Revenue	0.4	0.3
Total Net Revenue	\$ 64.7	\$ 59.1
Expenses & Other Income		
Operating expenses	(19.5)	(18.1)
Dividend, interest, equity and other income ⁵	23.8	23.5
HLBV income ⁸	18.2	18.6
Divisional Operating Profit^{6,7}	\$ 87.2	\$ 83.1

¹ Many of the Renewable Energy Group's power purchase agreements ("PPAs") include annual rate increases. However, a change to the weighted average production levels resulting from higher average production from facilities that earn lower energy rates can result in a lower weighted average energy rate earned by the division as compared to the same period in the prior year.

² Cost of Sales - Energy consists of energy purchases in the Maritime Region to manage the energy sales from the Tinker Hydro Facility which is sold to retail and industrial customers under multi-year contracts.

³ See *Note 21(b)(iv)* in the unaudited interim consolidated financial statements.

⁴ Qualifying renewable energy projects receive renewable energy credits (RECs) for the generation and delivery of renewable energy to the power grid. The energy credit certificates represent proof that 1 MW-hr of electricity was generated from an eligible energy source.

⁵ Includes dividends received from Atlantica and related parties (see *Note 6 and 13* in the unaudited interim consolidated financial statements).

⁶ Certain prior year items have been reclassified to conform to current year presentation.

⁷ See *Non-GAAP Financial Measures*.

⁸ HLBV Income and PTCs

HLBV income represents the value of net tax attributes earned by the Renewable Energy Group in the period primarily from electricity generated by certain of its U.S. wind and U.S. solar generation facilities.

PTCs are earned as wind energy is generated based on a dollar per kW-hr rate prescribed in applicable federal and state statutes. For the three months ended March 31, 2020, the Renewable Energy Group's eligible facilities generated 743.5 GW-hrs representing approximately \$18.6 million in PTCs earned as compared to 714.3 GW-hrs representing \$17.1 million in PTCs earned during the same period in 2019. The majority of the PTCs have been allocated to tax equity investors to monetize the value to APUC of the PTCs and other tax attributes which are being recognized as HLBV income.

2020 First Quarter Operating Results

For the three months ended March 31, 2020, the Renewable Energy Group's facilities generated \$87.2 million of operating profit as compared to \$83.1 million during the same period in 2019, which represents an increase of \$4.1 million or 4.9%, excluding corporate administration expenses.

Highlights of the changes are summarized in the following table:

(all dollar amounts in \$ millions)		Three Months Ended March 31
Prior Period Operating Profit	\$	83.1
Existing Facilities and Investments		
Hydro: Decrease is primarily due to lower production, partially offset by favourable pricing in the Western Region.		(0.6)
Wind Canada: Increase is primarily due to higher production at the St. Leon and Morse Wind Facilities, partially offset by lower production and higher operating costs at the St Damase Wind Facility.		0.1
Wind U.S.: Increase is primarily due to higher production at the Deerfield, Odell and Sandy Ridge Wind Facilities which also resulted in higher HLBV income, partially offset by lower production at the Shady Oaks Wind Facility.		1.9
Solar Canada: Decrease is primarily due to lower production, partially offset by lower operating expenses.		(0.1)
Solar U.S: Decrease is primarily due to a recapture adjustment made to HLBV income in the prior year due to the timing of placed in service dates at the Great Bay Solar Facility as well as no HLBV income recorded in the current year at the Bakersfield 1 Solar Facility as all tax attributes have been fully recognized.		(1.7)
Thermal: Decrease is primarily due unfavorable capacity pricing at the Windsor Locks Thermal Facility and lower production across all sites, partially offset by overall lower cost of fuel.		(1.0)
Atlantica & AAGES: Dividends from Atlantica ¹ , net of AAGES equity loss.		5.9
Other		(0.3)
		4.2
Foreign Exchange		(0.1)
Current Period Divisional Operating Profit²	\$	87.2

¹ Includes dividends received from Atlantica and related parties (see *Note 6 and 13* in the unaudited interim consolidated financial statements).

² See *Non-GAAP Financial Measures*.

APUC: CORPORATE AND OTHER EXPENSES

(all dollar amounts in \$ millions)	Three Months Ended March 31	
	2020	2019
Corporate and other expenses:		
Administrative expenses	\$ 15.7	\$ 13.1
Gain on foreign exchange	(4.7)	(0.5)
Interest expense	46.2	42.6
Depreciation and amortization	78.9	71.0
Change in value of investments carried at fair value	190.8	5.8
Interest, dividend, equity, and other income ¹	(0.4)	(0.5)
Pension and post-employment non-service costs	3.4	1.3
Other losses	0.9	0.6
Acquisition-related costs, net	—	1.9
Loss (gain) on derivative financial instruments	(0.1)	0.2
Income tax expense (recovery)	(13.7)	14.8

¹ Excludes income directly pertaining to the Regulated Services and Renewable Energy Groups (disclosed in the relevant sections).

2020 First Quarter Corporate and Other Expenses

For the three months ended March 31, 2020, administrative expenses totaled \$15.7 million as compared to \$13.1 million in the same period in 2019. The \$2.6 million increase was primarily due to additional costs incurred to administer operations as a result of the Company's growth.

For the three months ended March 31, 2020, interest expense totaled \$46.2 million as compared to \$42.6 million in the same period in 2019. The increase was primarily due to the issuance of subordinated unsecured notes in May of 2019 as well as an increase in funds drawn on credit facilities and commercial paper issued.

For the three months ended March 31, 2020, depreciation expense totaled \$78.9 million as compared to \$71.0 million in the same period in 2019. The increase was primarily due to higher overall property, plant and equipment.

For the three months ended March 31, 2020, change in investments carried at fair value totaled a loss of \$190.8 million as compared to a loss of \$5.8 million in 2019. The Company records certain of its investments, including Atlantica, using the fair value method and accordingly any change in the fair value of the investment is recorded in the Statement of Operations (see *Note 6* in the unaudited interim consolidated financial statements).

For the three months ended March 31, 2020, pension and post-employment non-service costs totaled \$3.4 million as compared to \$1.3 million in 2019. The increase in 2020 was primarily due to lower expected return on assets in 2020 and higher amortization cost of actuarial losses.

For the three months ended March 31, 2020, other losses were \$0.9 million as compared to \$0.6 million in the same period in 2019. The loss in 2020 was primarily related to condemnation costs for Liberty Utilities (Apple Valley Ranchos Water) Corp., partially offset by insurance recoveries received by the Renewable Energy Group.

For the three months ended March 31, 2020, acquisition related costs were nil as compared to a \$1.9 million in 2019. The expense in 2019 was primarily related to the investment in Atlantica.

For the three months ended March 31, 2020, gain on derivative financial instruments totaled \$0.1 million as compared to a loss of \$0.2 million in the same period in 2019. The gains in 2020 were primarily driven by mark-to-market gains on energy derivatives.

For the three months ended March 31, 2020, an income tax recovery of \$13.7 million was recorded as compared to an income tax expense of \$14.8 million during the same period in 2019. The decrease in income tax expense was primarily due to the change in fair value associated with the investment in Atlantica. Subsequent to quarter end, on April 8, 2020, the U.S. Internal Revenue Service (IRS) issued final regulations with respect to rules regarding certain hybrid arrangements as a result of U.S. tax reform. As a result of the final regulations, the Company expects to record a one-time deferred income tax expense of approximately \$9.4 million in the three-month period that will end on June 30, 2020, to reverse the benefit of deductions taken in the prior year.

NON-GAAP FINANCIAL MEASURES

Reconciliation of Adjusted EBITDA to Net Earnings

The following table is derived from and should be read in conjunction with the consolidated statement of operations. This supplementary disclosure is intended to more fully explain disclosures related to Adjusted EBITDA and provides additional information related to the operating performance of APUC. Investors are cautioned that this measure should not be construed as an alternative to U.S. GAAP consolidated net earnings.

(all dollar amounts in \$ millions)	Three Months Ended March 31	
	2020	2019
Net earnings (loss) attributable to shareholders	\$ (63.8)	\$ 86.4
Add (deduct):		
Net earnings attributable to the non-controlling interest, exclusive of HLBV ¹	4.4	7.6
Income tax expense (recovery)	(13.7)	14.8
Interest expense on long-term debt and others	46.2	42.6
Other net losses	4.3	3.8
Change in value of investments carried at fair value ²	190.8	5.8
Loss (gain) on derivative financial instruments	(0.1)	0.2
Realized loss on energy derivative contracts	(0.1)	(0.2)
Gain on foreign exchange	(4.7)	(0.5)
Depreciation and amortization	78.9	71.0
Adjusted EBITDA	\$ 242.2	\$ 231.5

¹ HLBV represents the value of net tax attributes earned during the period primarily from electricity generated by certain U.S. wind power and U.S. solar generation facilities. HLBV earned in the three months ended March 31, 2020 amounted to \$19.9 million as compared to \$20.1 million during the same period in 2019.

² See Note 6 in the unaudited interim consolidated financial statements

Reconciliation of Adjusted Net Earnings to Net Earnings

The following table is derived from and should be read in conjunction with the consolidated statement of operations. This supplementary disclosure is intended to more fully explain disclosures related to Adjusted Net Earnings and provides additional information related to the operating performance of APUC. Investors are cautioned that this measure should not be construed as an alternative to consolidated net earnings in accordance with U.S. GAAP.

The following table shows the reconciliation of net earnings to Adjusted Net Earnings exclusive of these items:

(all dollar amounts in \$ millions except per share information)	Three Months Ended March 31	
	2020	2019
Net earnings (loss) attributable to shareholders	\$ (63.8)	\$ 86.4
Add (deduct):		
Loss (gain) on derivative financial instruments	(0.1)	0.2
Realized loss on energy derivative contracts	(0.1)	(0.2)
Other losses	0.9	0.2
Gain on foreign exchange	(4.7)	(0.5)
Acquisition-related costs	—	1.9
Change in value of investments carried at fair value ¹	190.8	5.8
Other non-recurring adjustments	1.0	—
Adjustment for taxes related to above	(20.7)	—
Adjusted Net Earnings	\$ 103.3	\$ 93.8
Adjusted Net Earnings per share	\$ 0.19	\$ 0.19

¹ See Note 6 in the unaudited interim consolidated financial statements

For the three months ended March 31, 2020, Adjusted Net Earnings totaled \$103.3 million as compared to Adjusted Net Earnings of \$93.8 million for the same period in 2019, an increase of \$9.5 million.

Reconciliation of Adjusted Funds from Operations to Cash Flows from Operating Activities

The following table is derived from and should be read in conjunction with the consolidated statement of operations and consolidated statement of cash flows. This supplementary disclosure is intended to more fully explain disclosures related to Adjusted Funds from Operations and provides additional information related to the operating performance of APUC. Investors are cautioned that this measure should not be construed as an alternative to funds from operations in accordance with U.S. GAAP.

The following table shows the reconciliation of funds from operations to Adjusted Funds from Operations exclusive of these items:

(all dollar amounts in \$ millions)	Three Months Ended March 31	
	2020	2019
Cash flows from operating activities	\$ 66.9	\$ 122.1
Add (deduct):		
Changes in non-cash operating items	109.0	45.9
Production based cash contributions from non-controlling interests	3.4	3.6
Acquisition-related costs	—	1.9
Adjusted Funds from Operations	\$ 179.3	\$ 173.5

For the three months ended March 31, 2020, Adjusted Funds from Operations totaled \$179.3 million as compared to Adjusted Funds from Operations of \$173.5 million for the same period in 2019, an increase of \$5.8 million.

CORPORATE DEVELOPMENT ACTIVITIES

The Company undertakes development activities working with a global reach to identify, develop, and construct both regulated and non-regulated renewable power generating facilities, power transmission lines, water infrastructure assets, and other complementary infrastructure projects as well as to invest in local utility electric, natural gas and water distribution systems.

The Company has identified an approximately \$9.2 billion development pipeline consisting of approximately \$6.7 billion of investments in its Regulated Services Group and approximately \$2.5 billion of investments in its Renewable Energy Group through the end of 2024.

APUC pursues investment opportunities with an objective to maintain its business mix in approximately the same proportion as currently exists between its Regulated Services Group and Renewable Energy Group and within credit metrics expected to maintain its current credit ratings. The business mix target may from time to time require APUC to grow its Regulated Services Group or implement other strategies in order to pursue investment opportunities within its Renewable Energy Group.

See *The COVID-19 Pandemic* and *Enterprise Risk Management* in this MD&A for a description of certain of the impacts that COVID-19 is having, and may in the future have, on the Company's development and construction projects.

SUMMARY OF PROPERTY, PLANT, AND EQUIPMENT EXPENDITURES

(all dollar amounts in \$ millions)	Three Months Ended March 31	
	2020	2019
Regulated Services Group		
Rate Base Maintenance	\$ 52.7	\$ 48.4
Rate Base Growth	57.2	29.5
Property, Plant & Equipment Acquired ¹	—	0.4
	\$ 109.9	\$ 78.3
Renewable Energy Group		
Maintenance	\$ 9.8	\$ 2.6
Investment in Capital Projects ²	61.7	212.5
International Investments	0.5	—
	\$ 72.0	\$ 215.1
Total Capital Expenditures	\$ 181.9	\$ 293.4

¹ Property, Plant & Equipment acquired through acquisitions

² Includes expenditures on Property Plant & Equipment, equity-method investees, and acquisitions of operating entities that may have been jointly developed by the Company with another third party developer.

2020 First Quarter Property Plant and Equipment Expenditures

During the three months ended March 31, 2020, the Regulated Services Group incurred capital expenditures of \$109.9 million as compared to \$78.3 million during the same period in 2019. The Regulated Services Group's investment during the quarter was primarily related to the construction of transmission and distribution main replacements, work on new and existing substation assets, initiatives relating to the safety and reliability of the electric and gas systems, and additional investments in the Mid-West Wind Development Projects.

During the three months ended March 31, 2020, the Renewable Energy Group incurred capital expenditures of \$72.0 million as compared to \$215.1 million during the same period in 2019. The Renewable Energy Group's investment during the quarter was primarily related to the Altavista, Great Bay II and Dimension Solar Projects, the Maverick Creek and Blue Hill Wind Projects, and ongoing maintenance capital at existing operating sites.

2020 Capital Investments

The following discussion should be read in conjunction with the *Forward-Looking Statements and Forward-Looking Information* section of this MD&A.

Over the course of the 2020 financial year, the Company expects to spend between \$1.30 billion to \$1.75 billion on capital investment opportunities, which is revised from the Company's previous estimate of \$1.60 billion to \$1.85 billion. Actual expenditures in 2020 may vary due to, among other things, the impacts of COVID-19 and related response measures, the timing of various project investments and the realized Canadian to U.S. dollar exchange rate.

Ranges of expected capital investment in the 2020 financial year are as follows:

(all dollar amounts in \$ millions)

Regulated Services Group:		
Rate Base Maintenance	\$	200.0 - \$ 250.0
Rate Base Growth		375.0 - 500.0
Rate Base Acquisitions ¹		500.0 - 550.0
Total Regulated Services Group:		\$1,075.0 - \$1,300.0
Renewable Energy Group:		
Maintenance	\$	25.0 - \$ 50.0
Investment in Capital Projects		150.0 - 325.0
International Investments		50.0 - 75.0
Total Renewable Energy Group:	\$	225.0 - \$ 450.0
Total 2020 Capital Investments		\$ 1,300.0 - \$ 1,750.0

¹ Includes international investments in utilities.

The Regulated Services Group expects to spend between \$1,075.0 million to \$1,300.0 million over the course of 2020 in an effort to expand operations, improve the reliability of the utility systems and broaden the technologies used to better serve its service areas. Project spending includes capital for structural improvements, specifically in relation to refurbishing substations, replacing poles and wires, drilling and equipping aquifers, main replacements, and reservoir pumping stations. The Regulated Services Group expects to close the acquisition of Ascendant in 2020.

The Renewable Energy Group intends to spend between \$225.0 million to \$450.0 million over the course of 2020 to develop or further invest in capital projects, primarily in relation to: (i) development and construction (as applicable) of the Maverick Creek, Sugar Creek, Shady Oaks II and Blue Hill Wind Projects as well as the Altavista and Great Bay II Solar Projects, and (ii) additional international investments. Furthermore, the Renewable Energy Group plans to spend \$25.0 million to \$50.0 million on various operational solar, thermal, and wind assets to maintain safety, regulatory, and operational efficiencies.

The Company expects to fund its 2020 capital plan through a combination of retained cash, tax equity funding, senior debentures, bank revolving and term credit facilities, and common equity and equity like instruments.

LIQUIDITY AND CAPITAL RESERVES

APUC has revolving credit and letter of credit facilities as well as separate credit facilities for the Regulated Services Group, and the Renewable Energy Group to manage the liquidity and working capital requirements of each division (collectively the "Bank Credit Facilities").

Bank Credit Facilities

The following table sets out the Bank Credit Facilities available to APUC and its operating groups as at March 31, 2020:

(all dollar amounts in \$ millions)	As at March 31, 2020			As at Dec 31, 2019	
	Corporate	Regulated Services Group	Renewable Energy Group	Total	Total
Credit facilities	\$ 575.0 ¹	\$ 500.0	\$ 850.0 ²	\$ 1,925.0	\$ 1,775.0
Funds drawn on facilities/ Commercial paper issued	(14.8)	(403.1)	(146.1)	(564.0)	(361.0)
Letters of credit issued	(13.1)	(48.2)	(294.4)	(355.7)	(216.8)
Liquidity available under the facilities	547.1	48.7	409.5	1,005.3	1,197.2
Undrawn Portion of Uncommitted Letter of Credit Facilities	(75.0)		(74.2)	(149.2)	(149.9)
Cash on hand				197.4	62.5
Total Liquidity and Capital Reserves	\$ 472.1	\$ 48.7	\$ 335.3	\$ 1,053.5	\$ 1,109.8

¹ Includes a \$75 million uncommitted standalone letter of credit facility, reduced to \$50 million subsequent to quarter end.

² Includes a \$350 million uncommitted standalone letter of credit facility.

Corporate

As at March 31, 2020, the Company's \$500 million senior unsecured credit facility with a syndicate of banks (the "Corporate Credit Facility") had \$14.8 million drawn. The Company has also issued \$13.1 million of letters of credit from a \$75 million uncommitted bi-lateral letter of credit facility issued. The Corporate Credit Facility matures on July 12, 2024.

Subsequent to quarter-end, given the uncertainty around the length and extent of public health measures to address the COVID-19 pandemic and uncertainty around the extent of the impact this could have on capital markets, the Company and its subsidiaries secured additional liquidity as an additional margin of safety intended to ensure the Company can continue to move forward with its 2020 capital expenditure program and committed acquisitions independent of the state of the capital markets. The additional liquidity is in the form of (i) a \$865.0 million delayed draw non-revolving term credit facility with a syndicate of banks entered into on April 9, 2020 and maturing on April 8, 2021; and (ii) a \$135.0 million bilateral delayed draw non-revolving term facility entered into on April 13, 2020 and maturing on April 12, 2021.

Regulated Services Group

As at March 31, 2020, Regulated Services Group's \$500.0 million senior unsecured syndicated revolving credit facility (the "Regulated Services Credit Facility") had \$248.8 million drawn and had \$48.2 million of outstanding letters of credit. The Regulated Services Credit Facility matures on February 23, 2023. As at March 31, 2020, \$154.3 million of commercial paper backstopped by the Regulated Services Credit Facility was also issued and outstanding.

Subsequent to quarter-end, given the uncertainty around the length and extent of public health measures to address the COVID-19 pandemic and uncertainty around the extent of the impact this could have on capital markets, Liberty Utilities Co., the parent company for the U.S. regulated utilities, on April 9, 2020, entered into a \$600.0 million delayed draw non-revolving term credit facility with a syndicate of banks that matures on April 9, 2021. The proceeds of this term facility are expected to provide the Regulated Services Group with additional liquidity for general corporate purposes and as an additional margin of safety intended to ensure the Company can continue to move forward with its 2020 capital expenditure program and committed acquisitions independent of the state of the capital markets that have been disrupted as a result of the COVID-19 pandemic.

Renewable Energy Group

As at March 31, 2020, the Renewable Energy Group's bank lines consisted of a \$500.0 million senior unsecured syndicated revolving credit facility (the "Renewable Energy Credit Facility") maturing on October 6, 2023 and a \$350.0 million letter of credit facility ("Renewable Energy LC Facility") maturing on June 30, 2021. As at March 31, 2020, the Renewable Energy

Credit Facility had \$146.1 million drawn and had \$18.7 million in outstanding letters of credit. As at March 31, 2020, the Renewable Energy LC Facility had \$275.8 million in outstanding letters of credit.

Long Term Debt

Issuance of Senior Notes

On February 14, 2020, Liberty Utilities (Canada) LP, the holding company of the New Brunswick Gas System, issued C\$200.0 million of senior unsecured debentures bearing interest at 3.315% and with a maturity date of February 14, 2050. The debentures received a rating of BBB from DBRS. The debentures represent Liberty Utilities (Canada) LP's inaugural offering with proceeds used to partially repay its parent company APUC for the purchase of the New Brunswick Gas System which occurred on October 1, 2019.

Credit Ratings

APUC has a long term consolidated corporate credit rating of BBB from Standard & Poor's ("S&P"), a BBB rating from DBRS and a BBB issuer rating from Fitch.

Liberty Utilities Co. ("LUCo"), the parent company for the U.S. regulated utilities under the Regulated Services Group, has a corporate credit rating of BBB from S&P and a BBB issuer rating from Fitch. Debt issued by Liberty Finance, a special purpose financing entity of LUCo, has a rating of BBB (high) from DBRS and BBB+ from Fitch. Empire has an issuer rating of BBB from S&P and a Baa1 rating from Moody's Investors Service, Inc.

Liberty Utilities (Canada) LP, the parent company for the Canadian regulated utilities under the Regulated Services Group has an issuer rating of BBB from DBRS.

Liberty Power, the parent company for the U.S. and Canadian generating assets under the Renewable Energy Group, has a BBB issuer rating from S&P, a BBB issuer rating from DBRS and a BBB issuer rating from Fitch.

Contractual Obligations

Information concerning contractual obligations as of March 31, 2020 is shown below:

(all dollar amounts in \$ millions)	Total	Due in less than 1 year	Due in 1 to 3 years	Due in 4 to 5 years	Due after 5 years
Principal repayments on debt obligations ^{1,2}	\$ 4,205.0	\$ 637.2	\$ 603.7	\$ 603.3	\$ 2,360.8
Convertible debentures	0.3	—	—	—	0.3
Advances in aid of construction	61.5	1.2	—	—	60.3
Interest on long-term debt obligations ²	1,853.8	190.7	331.1	248.6	1,083.4
Purchase obligations	320.8	320.8	—	—	—
Environmental obligations	60.0	15.9	21.6	1.2	21.3
Derivative financial instruments:					
Cross currency and forward starting interest rate swaps	126.9	47.0	46.8	4.2	28.9
Energy derivative and commodity contracts	2.5	1.5	0.8	0.2	—
Purchased power	244.6	21.8	22.9	23.5	176.4
Gas delivery, service and supply agreements	419.3	83.1	111.4	86.1	138.7
Service agreements	498.4	47.1	81.6	91.5	278.2
Capital projects	364.6	364.6	—	—	—
Land easements	228.5	6.5	13.2	13.5	195.3
Other obligations	151.3	37.7	2.0	2.6	109.0
Total Obligations	\$ 8,537.5	\$ 1,775.1	\$ 1,235.1	\$ 1,074.7	\$ 4,452.6

¹ Exclusive of deferred financing costs, bond premium/discount, fair value adjustments at the time of issuance or acquisition.

² The Company's subordinated unsecured notes have a maturity in 2078 and 2079, respectively. However, the Company currently anticipates repaying in 2023 and 2029 upon exercising its redemption right.

Equity

The common shares of APUC are publicly traded on the Toronto Stock Exchange and the New York Stock Exchange under the trading symbol "AQN". As at May 6, 2020, APUC had 527,390,346 issued and outstanding common shares.

APUC may issue an unlimited number of common shares. The holders of common shares are entitled to dividends, if and when declared; to one vote for each share at meetings of the holders of common shares; and to receive a pro rata share of any remaining property and assets of APUC upon liquidation, dissolution or winding up of APUC. All shares are of the same class and with equal rights and privileges and are not subject to future calls or assessments.

APUC is also authorized to issue an unlimited number of preferred shares, issuable in one or more series, containing terms and conditions as approved by the Board. As at March 31, 2020, APUC had outstanding:

- 4,800,000 cumulative rate reset Series A preferred shares, yielding 5.162% annually for the five-year period ending on December 31, 2023;
- 100 Series C preferred shares that were issued in exchange for 100 Class B limited partnership units by St. Leon Wind Energy LP; and
- 4,000,000 cumulative rate reset Series D preferred shares, yielding 5.091% annually for the five year period ending on March 31, 2024.

At-The-Market Equity Program

For the twelve months ended December 31, 2019, the Company issued 1,756,799 common shares under its at-the-market equity program (the "ATM Program") at an average price of \$12.54 per share for gross proceeds of approximately \$22.0 million (\$21.7 million net of commissions). Other related costs, primarily related to the establishment of the ATM Program, were \$2.1 million. As at May 7, 2020, there have been no common shares issued under the ATM program in 2020.

Dividend Reinvestment Plan

APUC has a shareholder dividend reinvestment plan (the "Reinvestment Plan") for registered holders of common shares of APUC. As at March 31, 2020, 120,222,703 common shares representing approximately 23% of total common shares outstanding had been registered with the Reinvestment Plan. During the three months ended March 31, 2020, 1,244,696 common shares were issued under the Reinvestment Plan, and subsequent to quarter-end, on April 15, 2020, an additional 667,001 common shares were issued under the Reinvestment Plan.

SHARE-BASED COMPENSATION PLANS

For the three months ended March 31, 2020, APUC recorded \$1.6 million in total share-based compensation expense as compared to \$1.5 million for the same period in 2019. The compensation expense is recorded as part of administrative expenses in the unaudited interim consolidated statement of operations. The portion of share-based compensation costs capitalized as cost of construction is insignificant.

As at March 31, 2020, total unrecognized compensation costs related to non-vested options and share unit awards were \$2.8 million and \$15.5 million, respectively, and are expected to be recognized over a period of 2.12 and 1.90 years, respectively.

Stock Option Plan

APUC has a stock option plan that permits the grant of share options to key officers, directors, employees and selected service providers. Except in certain circumstances, the term of an option shall not exceed ten (10) years from the date of the grant of the option.

APUC determines the fair value of options granted using the Black-Scholes option-pricing model. The estimated fair value of options, including the effect of estimated forfeitures, is recognized as an expense on a straight-line basis over the options' vesting periods while ensuring that the cumulative amount of compensation cost recognized at least equals the value of the vested portion of the award at that date. During the three months ended March 31, 2020, the Company granted 948,347 options to executives of the Company. The options allow for the purchase of common shares at a weighted average price of C\$16.70, the market price of the underlying common share at the date of grant. During the quarter, executives of the Company exercised 2,217,325 stock options at a weighted average exercise price of C\$12.48 in exchange for 708,117 common shares issued from treasury and 1,509,208 options were settled at their cash value as payment for the exercise price and tax withholdings related to the exercise of the options.

As at March 31, 2020, a total of 2,227,783 options were issued and outstanding under the stock option plan.

Performance Share Units

APUC issues performance share units ("PSUs") and restricted share units ("RSUs") to certain employees as part of APUC's long-term incentive program. During the three months ended March 31, 2020, the Company granted (including dividends and performance adjustments) 472,773 PSUs and RSUs to employees of the Company. During the quarter, the Company settled 825,859 PSUs, of which 439,541 PSUs were exchanged for common shares issued from treasury and 386,318 PSUs were settled at their cash value as payment for tax withholdings related to the settlement of the PSUs. Additionally, during the quarter, a total of 16,818 PSUs were forfeited.

As at March 31, 2020, a combined total of 2,042,139 PSUs and RSUs were granted and outstanding under the PSU and RSU plans.

Directors' Deferred Share Units

APUC has a Directors' Deferred Share Unit Plan. Under the plan, non-employee directors of APUC receive all or any portion of their annual compensation in deferred share units ("DSUs") and may elect to receive any portion of their remaining compensation in DSUs. The DSUs provide for settlement in cash or shares at the election of APUC. As APUC does not expect to settle the DSUs in cash, these DSUs are accounted for as equity awards. During the three months ended March 31, 2020, the Company issued 22,611 DSUs (including DSUs in lieu of dividends) to the directors of the Company.

As at March 31, 2020, a total of 483,029 DSUs had been granted under the DSU plan.

Bonus Deferral Restricted Share Units

The Company has a bonus deferral restricted share units ("RSUs") program that is available to certain employees. The eligible employees have the option to receive a portion or all of their annual bonus payment in RSUs in lieu of cash. The RSUs provide for settlement in shares, and therefore these RSUs are accounted for as equity awards. During the three months ended March 31, 2020, 2,430 RSUs were issued (including RSUs in lieu of dividends) to employees of the Company. Subsequent to quarter end, 116,921 RSUs were issued to employees of the Company.

Employee Share Purchase Plan

APUC has an Employee Share Purchase Plan (the "ESPP") which allows eligible employees to use a portion of their earnings to purchase common shares of APUC. The aggregate number of common shares reserved for issuance from treasury by APUC under this plan shall not exceed 2,000,000 shares. During the three months ended March 31, 2020, the Company issued 67,718 common shares to employees under the ESPP.

As at March 31, 2020, a total of 1,353,507 shares had been issued under the ESPP.

RELATED PARTY TRANSACTIONS

Equity-method investments

The Company entered in a number of transactions with equity-method investees in 2020 and 2019 (see *Note 6* in the unaudited interim consolidated financial statements).

The Company provides administrative and development services to its equity-method investees and is reimbursed for incurred costs. To that effect, the Company charged its equity-method investees \$4.0 million during the three months ended March 31, 2020 as compared to \$5.7 million during the same period in 2019 (see *Note 6(b)* in the unaudited interim consolidated financial statements).

Redeemable non-controlling interest held by related party

Redeemable non-controlling interest held by related party represents a preference share in a consolidated subsidiary of the Company acquired by AAGES in 2018 for \$305.0 million (see *Note 13* in the unaudited interim consolidated financial statements). Redemption is not considered probable as at March 31, 2020. The Company incurred non-controlling interest attributable to AAGES of \$3.8 million during the three months ended March 31, 2020 as compared to \$6.8 million during the same period in 2019 and recorded distributions of \$3.3 million during the three months ended March 31, 2020 as compared to \$7.1 million during the same period in 2019 (see *Note 14* in the unaudited interim consolidated financial statements).

Non-controlling interest held by related party

Non-controlling interest held by related party represents interest in a consolidated subsidiary of the Company acquired by a subsidiary of Atlantica in May 2019. The Company recorded distributions of \$4.2 million during the three months ended March 31, 2020 as compared to \$nil during the same period in 2019.

Long Sault Hydro Facility

Effective December 31, 2013, APUC acquired the shares of Algonquin Power Corporation Inc. ("APC") which was partially owned by Senior Executives. APC owns the partnership interest in the 18 MW Long Sault Hydro Facility. A final post-closing adjustment related to the transaction remains outstanding.

The above related party transactions have been recorded at the exchange amounts agreed to by the parties to the transactions.

ENTERPRISE RISK MANAGEMENT

The Corporation is subject to a number of risks and uncertainties, certain of which are described below. A risk is the possibility that an event might happen in the future that could have a negative effect on the financial condition, financial performance or business of the Corporation. The actual effect of any event on the Corporation's business could be materially different from what is anticipated or described below. The description of risks below does not include all possible risks.

Led by the Chief Compliance and Risk Officer, the Corporation has an established enterprise risk management, or ("ERM"), framework. The Corporation's ERM framework follows the guidance of ISO 31000 and the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") Enterprise Risk Management - Integrated Framework. The Corporation's ERM framework is intended to systematically identify, assess, and mitigate the key strategic, operational, financial, and compliance risks that may impact the achievement of the Corporation's current objectives, as well as those inherent to strategic alternatives available to the Corporation. The Corporation's Board-approved ERM policy details the Corporation's risk management processes, risk appetite, and risk governance structure.

As part of the risk management process, risk registers have been developed across the organization through ongoing risk identification and risk assessment exercises facilitated by the Corporation's internal ERM team. Key risks and associated mitigation strategies are reviewed by the executive-level Enterprise Risk Management Council and are presented to the Board's Risk Committee periodically.

Risks are evaluated consistently across the Corporation using a standardized risk scoring matrix to assess impact and likelihood. Financial, reputational and safety implications are among those considered when determining the impact of a potential risk. Risk treatment priorities are established based upon these risk assessments and incorporated into the development of the Corporation's strategic and business plans.

The risks discussed below are not intended as a complete list of all exposures that APUC is encountering or may encounter. A further assessment of APUC and its subsidiaries' risk factors are set out in the Company's most recent AIF and Annual MD&A available on SEDAR and EDGAR. The risks discussed below are intended to provide an update on those that were previously disclosed.

Risks Related to COVID-19

The COVID-19 situation remains fluid and its full impact on the Company's business, financial condition, cash flows and results of operations cannot be fully known at this time. In addition to the risks and impacts described elsewhere in this MD&A, the COVID-19 pandemic and efforts to contain the virus could result in:

- operating, supply chain and project development and construction delays, disruptions and cost overruns;
- delayed collection of accounts receivable and increased levels of bad debt expense;
- lower revenue from the Company's utility operations, including as a result of decreased consumption by customers not covered by rate decoupling;
- negative impacts to the Company's existing and planned rate reviews, including non-recovery of certain costs incurred directly or indirectly as a result of the COVID-19 pandemic and delays in filing, processing and settlement of the reviews;
- introduction of new legislation, policies, rules or regulations that adversely impact the Company;
- labour shortages and shutdowns (including as a result of government regulation and prevention measures), reduced employee productivity and loss of key personnel;
- inability to implement the Company's growth strategy, including sourcing new acquisitions and completing previously-announced acquisitions;
- inability to carry out the Company's capital expenditure plans on previously anticipated timelines;
- lower earnings from unhedged power generation as a result of lower wholesale commodity prices in energy markets;
- losses or damages resulting from default or non-performance by either the Company or its counterparties under the Company's contracts, including joint venture agreements, supply agreements, construction agreements, services agreements and power purchase agreements;

- lower revenue from the Company's power generation facilities as a result of system load reduction and related system directed curtailments;
- delay in the permitting process of certain development projects, affecting the timing of final investment decisions and start of construction dates;
- reduced ability by the Company and its employees to effectively respond to, or mitigate the effects of, another force majeure or other significant event;
- increased operating costs for emergency supplies, cleaning services, enabling technology and other specific needs in response to COVID-19, some of which may not be recovered through future rates;
- increased market volatility and lower pension plan returns which could adversely impact the valuation of the plan assets and future funding requirements for the Company's pension plans;
- deterioration in financial metrics and other factors that impact the Company's credit ratings;
- inability to meet the requirements of the covenants in existing credit facilities;
- inability to access credit and capital markets on acceptable terms or at all, including to refinance maturing indebtedness;
- IT system interruptions, loss of critical data and increased cybersecurity breaches due to "work from home" arrangements implemented by the Company;
- losses to the Company caused by fluctuations and volatility in the trading price of Atlantica's ordinary shares or reduction of the dividend paid to holders of Atlantica's ordinary shares; and
- fluctuations and volatility in the trading price of the Company's common shares and other securities, which could result in losses for the Company's security holders.

In addition, although the Company is working with its suppliers, contractors and other service providers in an effort to mitigate the effects of COVID-19, supply chain and construction disruptions (including resulting from current or future government-mandated restrictions or shutdowns in relevant jurisdictions) could adversely affect the Company, including by (i) causing all or part of additional projects scheduled for completion prior to December 31, 2020 to not be placed in service until after such date, thereby increasing the risk of non-qualification for U.S. federal production tax credits for affected U.S. wind projects, (ii) resulting in delay-related liabilities to counterparties under the Company's power purchase and other offtake agreements, (iii) increasing the amount of interest payable to construction lenders, and (iv) adversely impacting the availability of funding under existing construction loans and tax equity financing, which may require the Company to initially increase its funding and, if possible, directly realize the tax benefits. Since the Company does not currently pay significant current cash taxes, it would likely need to carry forward the tax benefits from affected projects and/or turbines, which would lower the anticipated internal rate of return over the project life.

The COVID-19 pandemic may also have the effect of heightening the other risks described under the heading *Enterprise Risk Management* in the Company's Annual MD&A, and under the heading *Enterprise Risk Factors* in the Company's most recent AIF. The adverse impacts of COVID-19 on the Company can be expected to increase the longer the pandemic and the related response measures persist.

Risks Related to Changes in Laws and Regulations

The operations and activities of the Company and its business units are subject to the laws, regulations, orders and other requirements of a variety of federal, state, provincial and local governments and environmental and other regulatory bodies, which laws, regulations, orders and other requirements affect the operations and activities of, and costs incurred by, the Company. The Company is accordingly subject to risks associated with changing political conditions and changes in, or reinterpretations of, existing laws, orders or regulations, and the imposition of new laws, orders or regulations (including, without limitation, the executive order issued by U.S. President Donald Trump on May 1, 2020 entitled "Securing the United States Bulk-Power System"), any of which could adversely affect the Company's business, results of operations and financial condition.

Treasury Risk Management

Interest Rate Risk

The majority of debt outstanding in APUC and its subsidiaries is subject to a fixed rate of interest and as such is not subject to significant interest rate risk in the short to medium term time horizon.

Borrowings subject to variable interest rates can vary significantly from month to month, quarter to quarter and year to year. APUC does not actively manage interest rate risk on its variable interest rate borrowings due to the primarily short term and revolving nature of the amounts drawn.

Based on amounts outstanding as at March 31, 2020, the impact to interest expense from changes in interest rates are as follows:

- the Corporate Credit Facility is subject to a variable interest rate and had \$14.8 million outstanding as at March 31, 2020. As a result, a 100 basis point change in the variable rate charged would impact interest expense by \$0.1 million annually;
- the Regulated Services Credit Facility is subject to a variable interest rate and had \$248.8 million outstanding as at March 31, 2020. As a result, a 100 basis point change in the variable rate charged would impact interest expense by \$2.5 million annually;
- the Regulated Services Group's commercial paper program is subject to a variable interest rate and had \$154.3 million outstanding as at March 31, 2020. As a result, a 100 basis point change in the variable rate charged would impact interest expense by \$1.5 million annually;
- the Renewable Energy Credit Facility is subject to a variable interest rate and had \$146.1 million outstanding as at March 31, 2020. As a result, a 100 basis point change in the variable rate charged would impact interest expense by \$1.5 million annually; and
- the corporate term facilities are subject to a variable interest rate and had \$75.0 million outstanding as at March 31, 2020. As a result, a 100 basis point change in the variable rate charged would impact interest expense by \$0.8 million annually.

QUARTERLY FINANCIAL INFORMATION

The following is a summary of unaudited quarterly financial information for the eight quarters ended March 31, 2020:

(all dollar amounts in \$ millions except per share information)	2nd Quarter 2019	3rd Quarter 2019	4th Quarter 2019	1st Quarter 2020
Revenue	\$ 343.6	\$ 364.4	\$ 439.7	\$ 464.9
Net earnings (loss) attributable to shareholders	156.6	115.8	172.1	(63.8)
Net earnings (loss) per share	0.31	0.23	0.34	(0.13)
Diluted net earnings (loss) per share	0.31	0.23	0.33	(0.13)
Adjusted Net Earnings ¹	54.9	69.0	103.6	103.3
Adjusted Net Earnings per share ¹	0.11	0.14	0.20	0.19
Adjusted EBITDA ¹	189.8	185.8	231.5	242.2
Total assets	10,034.3	10,618.9	10,911.5	10,900.6
Long term debt ²	3,782.3	4,276.6	3,932.2	4,205.1
Dividend declared per common share	\$ 0.14	\$ 0.14	\$ 0.14	\$ 0.14
	2nd Quarter 2018	3rd Quarter 2018	4th Quarter 2018	1st Quarter 2019
Revenue	\$ 366.2	\$ 365.6	\$ 421.9	\$ 477.2
Net earnings attributable to shareholders	65.5	57.9	44.0	86.4
Net earnings per share	0.14	0.12	0.09	0.17
Diluted net earnings per share	0.14	0.12	0.09	0.17
Adjusted Net Earnings ¹	50.9	49.7	70.5	93.8
Adjusted Net Earnings per share ¹	0.11	0.10	0.14	0.19
Adjusted EBITDA ¹	160.3	166.0	198.9	231.5
Total assets	8,920.7	9,072.6	9,398.6	9,671.3
Long term debt ²	3,448.1	3,561.3	3,337.3	3,651.9
Dividend declared per common share	\$ 0.13	\$ 0.13	\$ 0.13	\$ 0.13

¹ See *Non-GAAP Financial Measures*

² Includes current portion of long-term debt, long-term debt and convertible debentures.

The quarterly results are impacted by various factors including seasonal fluctuations and acquisitions of facilities as noted in this MD&A.

Quarterly revenues have fluctuated between \$343.6 million and \$477.2 million over the prior two year period. A number of factors impact quarterly results including acquisitions, seasonal fluctuations, and winter and summer rates built into the PPAs. In addition, a factor impacting revenues year over year is the fluctuation in the strength of the Canadian dollar relative to the U.S. dollar which can result in significant changes in reported revenue from Canadian operations.

Quarterly net earnings attributable to shareholders have fluctuated between a loss of \$63.8 million and earnings of \$172.1 million over the prior two year period. Earnings have been significantly impacted by non-cash factors such as deferred tax recovery and expense, impairment of intangibles, property, plant and equipment and mark-to-market gains and losses on financial instruments.

DISCLOSURE CONTROLS AND PROCEDURES

APUC's management carried out an evaluation as of March 31, 2020, under the supervision of and with the participation of APUC's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of the design and operations of APUC's disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15 (e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Based on that evaluation, the CEO and the CFO have concluded that as of March 31, 2020, APUC's disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by APUC in reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms, and is accumulated and communicated to management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

MANAGEMENT REPORT ON INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management, including the CEO and the CFO, is responsible for establishing and maintaining internal control over financial reporting. Management, as at the end of the period covered by this interim filing, designed internal controls over financial reporting to provide reasonable, but not absolute, assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. GAAP. The control framework management used to design the issuer's internal control over financial reporting is that established in Internal Control - Integrated Framework (2013) issued by the COSO.

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

For the three months ended March 31, 2020, there has been no change in the Company's internal controls over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting.

INHERENT LIMITATIONS ON EFFECTIVENESS OF CONTROLS

Due to its inherent limitations, disclosure controls and procedures or internal control over financial reporting may not prevent or detect all misstatements based on error of fraud. Further, the effectiveness of internal control is subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies or procedures may change.

CRITICAL ACCOUNTING ESTIMATES AND POLICIES

APUC prepared its unaudited interim consolidated financial statements in accordance with U.S. GAAP. The preparation of the unaudited interim consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, related amounts of revenues and expenses, and disclosure of contingent assets and liabilities. Significant areas requiring the use of management judgment relate to the scope of consolidated entities, useful lives and recoverability of depreciable assets, the measurement of deferred taxes and the recoverability of deferred tax assets, rate-regulation, unbilled revenue, pension and post-employment benefits, fair value of derivatives and fair value of assets and liabilities acquired in a business combination. Actual results may differ from these estimates.

APUC's significant accounting policies and new accounting standards are discussed in *Notes 1 and 2* in the unaudited interim consolidated financial statements, respectively.

Algonquin Power & Utilities Corp.

Unaudited Interim Consolidated Statements of Operations

(thousands of U.S. dollars, except per share amounts)

Three months ended March 31

	2020	2019
Revenue		
Regulated electricity distribution	\$ 180,699	\$ 205,061
Regulated gas distribution	184,594	177,661
Regulated water reclamation and distribution	27,839	26,786
Non-regulated energy sales	66,311	63,457
Other revenue	5,458	4,260
	464,901	477,225
Expenses		
Operating expenses	127,896	120,113
Regulated electricity purchased	57,233	69,598
Regulated gas purchased	63,613	79,554
Regulated water purchased	2,251	1,454
Non-regulated energy purchased	4,004	6,921
Administrative expenses	15,672	13,118
Depreciation and amortization	78,880	71,047
Gain on foreign exchange	(4,670)	(533)
	344,879	361,272
Operating income	120,022	115,953
Interest expense on long-term debt and others	(46,248)	(42,621)
Income (loss) from long-term investments (note 6)	(162,661)	19,472
Other net losses (note 16)	(4,246)	(3,857)
Gain (loss) on derivative financial instruments (note 21(b)(iv))	57	(196)
	(213,098)	(27,202)
Earnings (loss) before income taxes	(93,076)	88,751
Income tax recovery (expense) (note 15)		
Current	(4,087)	(4,975)
Deferred	17,790	(9,856)
	13,703	(14,831)
Net earnings (loss)	(79,373)	73,920
Net effect of non-controlling interests (note 14)		
Net effect of non-controlling interests	19,342	19,328
Net effect of non-controlling interests held by related party	(3,766)	(6,842)
	\$ 15,576	\$ 12,486
Net earnings (loss) attributable to shareholders of Algonquin Power & Utilities Corp.	\$ (63,797)	\$ 86,406
Series A and D Preferred shares dividend (note 12)	2,140	2,106
Net earnings (loss) attributable to common shareholders of Algonquin Power & Utilities Corp.	\$ (65,937)	\$ 84,300
Basic and diluted net earnings (loss) per share (note 17)	\$ (0.13)	\$ 0.17

See accompanying notes to unaudited interim consolidated financial statements

Algonquin Power & Utilities Corp.
Unaudited Interim Consolidated Statements of Comprehensive Income

(thousands of U.S. dollars)

	Three months ended March 31	
	2020	2019
Net earnings (loss)	\$ (79,373)	\$ 73,920
Other comprehensive income (loss) ("OCI"):		
Foreign currency translation adjustment, net of tax expense of \$5,703 and \$253, respectively (notes 21(b)(iii) and 21(b)(iv))	(36,630)	14,814
Change in fair value of cash flow hedges, net of tax recovery and tax expense of \$5,087 and \$518, respectively (note 21(b)(ii))	(14,088)	1,463
Change in pension and other post-employment benefits, net of tax recovery of \$31 and \$91, respectively (note 8)	(76)	(254)
Other comprehensive income (loss), net of tax	(50,794)	16,023
Comprehensive income (loss)	(130,167)	89,943
Comprehensive loss attributable to the non-controlling interests	(21,636)	(12,469)
Comprehensive income (loss) attributable to shareholders of Algonquin Power & Utilities Corp.	\$ (108,531)	\$ 102,412

See accompanying notes to unaudited interim consolidated financial statements

Algonquin Power & Utilities Corp. **Unaudited Interim Consolidated Balance Sheets**

(thousands of U.S. dollars)

	March 31, 2020	December 31, 2019
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 197,414	\$ 62,485
Accounts receivable, net (note 4)	240,987	259,144
Fuel and natural gas in storage	19,740	30,804
Supplies and consumables inventory	68,136	60,295
Regulatory assets (note 5)	56,129	50,213
Prepaid expenses	38,607	29,003
Derivative instruments (note 21)	15,495	13,483
Other assets	4,722	7,764
	641,230	513,191
Property, plant and equipment, net	7,008,133	7,231,664
Intangible assets, net	51,388	47,616
Goodwill	1,022,906	1,031,696
Regulatory assets (note 5)	703,186	509,674
Long-term investments (note 6)		
Investments carried at fair value	1,105,056	1,294,147
Other long-term investments	190,748	121,968
Derivative instruments (note 21)	76,505	72,221
Deferred income taxes (note 15)	44,757	30,585
Other assets	56,714	58,708
	\$ 10,900,623	\$ 10,911,470

See accompanying notes to unaudited interim consolidated financial statements

Algonquin Power & Utilities Corp.

Unaudited Interim Consolidated Balance Sheets

(thousands of U.S. dollars)

	March 31, 2020	December 31, 2019
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$ 71,824	\$ 150,336
Accrued liabilities	249,004	307,952
Dividends payable (note 12)	74,103	73,945
Regulatory liabilities (note 5)	37,515	41,683
Long-term debt (note 7)	161,005	225,013
Other long-term liabilities (note 9)	57,471	57,939
Derivative instruments (note 21)	48,561	5,898
Other liabilities	8,073	9,300
	707,556	872,066
Long-term debt (note 7)	4,043,762	3,706,855
Regulatory liabilities (note 5)	559,396	556,379
Deferred income taxes (note 15)	489,623	491,538
Derivative instruments (note 21)	80,976	78,766
Pension and other post-employment benefits obligation (note 8)	225,458	224,094
Other long-term liabilities (note 9)	259,478	243,401
	5,658,693	5,301,033
Redeemable non-controlling interests (note 14)		
Redeemable non-controlling interest, held by related party (note 13(b))	306,329	305,863
Redeemable non-controlling interests	23,977	25,913
Equity:		
Preferred shares	184,299	184,299
Common shares (note 10(a))	4,050,902	4,017,044
Additional paid-in capital	41,332	50,579
Deficit	(521,314)	(367,107)
Accumulated other comprehensive loss ("AOCI") (note 11)	(54,495)	(9,761)
Total equity attributable to shareholders of Algonquin Power & Utilities Corp.	3,700,724	3,875,054
Non-controlling interests		
Non-controlling interests	439,854	457,834
Non-controlling interest, held by related party (note 13(c))	63,490	73,707
	503,344	531,541
Total equity	4,204,068	4,406,595
Commitments and contingencies (note 19)		
Subsequent events (notes 7, 10 and 15)		
	\$ 10,900,623	\$ 10,911,470

See accompanying notes to unaudited interim consolidated financial statements

Algonquin Power & Utilities Corp.
Unaudited Interim Consolidated Statement of Equity

(thousands of U.S. dollars)

For the three months ended March 31, 2020

	Algonquin Power & Utilities Corp. Shareholders						
	Common shares	Preferred shares	Additional paid-in capital	Accumulated deficit	Accumulated OCI	Non-controlling interests	Total
Balance, December 31, 2019	\$ 4,017,044	\$ 184,299	\$ 50,579	\$ (367,107)	\$ (9,761)	\$ 531,541	\$ 4,406,595
Net loss	—	—	—	(63,797)	—	(15,576)	(79,373)
Redeemable non-controlling interests not included in equity (note 14)	—	—	—	—	—	(2,047)	(2,047)
Other comprehensive loss	—	—	—	—	(44,734)	(6,060)	(50,794)
Dividends declared and distributions to non-controlling interests	—	—	—	(59,819)	—	(7,885)	(67,704)
Dividends and issuance of shares under dividend reinvestment plan	16,951	—	—	(16,951)	—	—	—
Contributions received from non-controlling interests	—	—	—	—	—	3,371	3,371
Common shares issued upon conversion of convertible debentures	12	—	—	—	—	—	12
Issuance of common shares under employee share purchase plan	792	—	—	—	—	—	792
Share-based compensation	—	—	1,452	—	—	—	1,452
Common shares issued pursuant to share-based awards	16,103	—	(10,699)	(13,640)	—	—	(8,236)
Balance, March 31, 2020	\$ 4,050,902	\$ 184,299	\$ 41,332	\$ (521,314)	\$ (54,495)	\$ 503,344	\$ 4,204,068

See accompanying notes to unaudited interim consolidated financial statements

Algonquin Power & Utilities Corp.
Unaudited Interim Consolidated Statement of Equity

(thousands of U.S. dollars)
For the three months ended March 31, 2019

Algonquin Power & Utilities Corp. Shareholders							
	Common shares	Preferred shares	Additional paid-in capital	Accumulated deficit	Accumulated OCI	Non- controlling interests	Total
Balance, December 31, 2018	\$ 3,562,418	\$ 184,299	\$ 45,553	\$ (595,259)	\$ (19,385)	\$ 519,896	\$ 3,697,522
Adoption of ASU 2017-12 on hedging	—	—	—	(186)	186	—	—
Net earnings (loss)	—	—	—	86,406	—	(12,486)	73,920
Redeemable non-controlling interests not included in equity (note 14)	—	—	—	—	—	(4,536)	(4,536)
Other comprehensive income	—	—	—	—	16,006	17	16,023
Dividends declared and distributions to non-controlling interests	—	—	—	(49,879)	—	(2,155)	(52,034)
Dividends and issuance of shares under dividend reinvestment plan	15,508	—	—	(15,508)	—	—	—
Contributions received from non-controlling interests	—	—	—	—	—	3,565	3,565
Common shares issued upon conversion of convertible debentures	30	—	—	—	—	—	30
Share-based compensation	—	—	1,899	—	—	—	1,899
Common shares issued pursuant to share-based awards	12,395	—	(6,447)	(9,566)	—	—	(3,618)
Balance, March 31, 2019	\$ 3,590,351	\$ 184,299	\$ 41,005	\$ (583,992)	\$ (3,193)	\$ 504,301	\$ 3,732,771

See accompanying notes to unaudited interim consolidated financial statements

Algonquin Power & Utilities Corp.

Unaudited Interim Consolidated Statements of Cash Flows

(thousands of U.S. dollars)

Three months ended March 31

	2020	2019
Cash provided by (used in):		
Operating Activities		
Net earnings (loss)	\$ (79,373)	\$ 73,920
Adjustments and items not affecting cash:		
Depreciation and amortization	78,880	71,047
Deferred taxes	(17,790)	9,856
Unrealized gain (loss) on derivative financial instruments	(239)	531
Share-based compensation expense	1,472	1,543
Cost of equity funds used for construction purposes	(1,001)	(462)
Change in value of investments carried at fair value	190,758	5,818
Pension and post-employment expense in excess of contributions	4,383	2,797
Distributions received from equity investments, net of income	814	2,064
Others	(2,010)	905
Changes in non-cash operating items (note 20)	(109,027)	(45,898)
	66,867	122,121
Financing Activities		
Increase in long-term debt	732,730	622,541
Decrease in long-term debt	(384,949)	(316,368)
Issuance of common shares, net of costs	765	393
Cash dividends on common shares	(57,332)	(44,710)
Dividends on preferred shares	(2,140)	(2,106)
Production-based cash contributions from non-controlling interest	3,371	3,565
Distributions to non-controlling interests, related party (note 13(b) and (c))	(7,507)	(7,094)
Distributions to non-controlling interests	(4,077)	(2,236)
Payments upon settlement of derivatives	—	(8,732)
Increase in other long-term liabilities	2,400	3,278
Decrease in other long-term liabilities	(1,972)	(2,445)
	281,289	246,086
Investing Activities		
Additions to property, plant and equipment and intangible assets	(155,902)	(107,386)
Increase in long-term investments	(61,089)	(230,800)
Acquisitions of operating entities (note 3)	4,234	(1,350)
Increase in other assets	(5,366)	(1,036)
Receipt of principal on development loans receivable	9,715	10,601
Proceeds from sale of long-lived assets	415	—
	(207,993)	(329,971)
Effect of exchange rate differences on cash and restricted cash	(4,480)	159
Increase in cash, cash equivalents and restricted cash	135,683	38,395
Cash, cash equivalents and restricted cash, beginning of period	87,272	65,773
Cash, cash equivalents and restricted cash, end of period	\$ 222,955	\$ 104,168
Supplemental disclosure of cash flow information:	2020	2019
Cash paid during the period for interest expense	\$ 44,807	\$ 37,144
Cash paid (refund received) during the period for income taxes	\$ 1,047	\$ (654)
Non-cash financing and investing activities:		
Property, plant and equipment acquisitions in accruals	\$ 42,563	\$ 20,403
Issuance of common shares under dividend reinvestment plan and share-based compensation plans	\$ 33,847	\$ 27,223
Issuance of common shares upon conversion of convertible debentures	\$ 12	\$ 30

See accompanying notes to unaudited interim consolidated financial statements

Algonquin Power & Utilities Corp.

Notes to the Unaudited Interim Consolidated Financial Statements

March 31, 2020 and 2019

(in thousands of U.S. dollars, except as noted and per share amounts)

Algonquin Power & Utilities Corp. (“APUC” or the “Company”) is an incorporated entity under the *Canada Business Corporations Act*. APUC's operations are organized across two primary business units consisting of the Regulated Services Group and the Renewable Energy Group. The Regulated Services Group owns and operates a portfolio of regulated electric, natural gas, water distribution and wastewater collection utility systems and transmission operations in the United States and Canada; the Renewable Energy Group owns and operates a diversified portfolio of non-regulated renewable and thermal electric generation assets.

1. Significant accounting policies

(a) Basis of preparation

The accompanying unaudited interim consolidated financial statements and notes have been prepared in accordance with generally accepted accounting principles in the United States (“U.S. GAAP”) and follow disclosure required under Regulation S-X provided by the U.S. Securities and Exchange Commission. In the opinion of management, the unaudited interim consolidated financial statements include all adjustments that are of a recurring nature and necessary for a fair presentation of the results of interim operations.

The significant accounting policies applied to these unaudited interim consolidated financial statements of APUC are consistent with those disclosed in the consolidated financial statements of APUC for the year ended December 31, 2019, except for adopted accounting policies described in note 2(a) and note 1(e).

(b) COVID-19 Pandemic

The ongoing outbreak of the novel strain of coronavirus (“COVID-19”) has caused significant volatility and weakness in the global economy. The Company did not experience any material negative impacts from the pandemic on its operations in the three months ended March 31, 2020. Nevertheless, the Company's business, financial condition, cash flows and results of operations are subject to actual and potential future impacts resulting from COVID-19, the full extent of which is not currently known. Force majeure or similar notices were received from suppliers and/or contractors for all of the Company's major renewable energy construction projects. These notices relate to, among other things, delayed deliveries of components due to overseas manufacturing shutdowns resulting from COVID-19. At this time, it is not possible to reliably estimate the full impact on each project and the Company's financial results.

(c) Seasonality

APUC's operating results are subject to seasonal fluctuations that could materially impact quarter-to-quarter operating results and, thus, one quarter's operating results are not necessarily indicative of a subsequent quarter's operating results. Where decoupling mechanisms exist, total volumetric revenue is prescribed by the Regulator and is not affected by usage. APUC's different electrical distribution utilities can experience higher or lower demand in the summer or winter depending on the specific regional weather and industry characteristics. During the winter period, natural gas distribution utilities experience higher demand than during the summer period. APUC's water and wastewater utility assets' revenues fluctuate depending on the demand for water, which is normally higher during drier and hotter months of the summer. APUC's hydroelectric energy assets are primarily “run-of-river” and as such fluctuate with the natural water flows. During the winter and summer periods, flows are generally slower, while during the spring and fall periods flows are heavier. For APUC's wind energy assets, wind resources are typically stronger in spring, fall and winter and weaker in summer. APUC's solar energy assets experience greater insolation in summer, weaker in winter.

(d) Foreign currency translation

APUC's reporting currency is the U.S. dollar. Within these unaudited interim consolidated financial statements, the Company denotes any amounts denominated in Canadian dollars with “C\$” immediately prior to the stated amount.

Effective January 1, 2020, the functional currency of APUC, the non-consolidated parent entity, changed from the Canadian dollar to the U.S. dollar based on a balance of facts taking into consideration its operating, financing and investing activities. As a result of the entity's change of functional currency, changes were made to certain hedging relationships to mitigate the remaining Canadian dollar risk (note 21(b)(iii)).

Algonquin Power & Utilities Corp.

Notes to the Unaudited Interim Consolidated Financial Statements

March 31, 2020 and 2019

(in thousands of U.S. dollars, except as noted and per share amounts)

1. Significant accounting policies (continued)

(e) Current expected credit losses

The Company adopted the U.S. Financial Accounting Standards Board ("FASB") *Financial Instrument — Credit Losses Topic 326* ("ASC 326") in the first quarter of 2020 using a modified retrospective approach. The Company has trade accounts receivable and loans receivable from its equity method investees in both the Regulated Services and Renewable Energy Group. New allowance policies were implemented for the Company's loans receivable and the Renewable Energy Group's trade accounts receivable. The impact to the Company's bad debt expense upon adoption was not significant.

2. Recently issued accounting pronouncements

(a) Recently adopted accounting pronouncements

The FASB issued accounting standards update ("ASU") *Collaborative Arrangements (Topic 808): Clarifying the Interaction between Topic 808 and Topic 606* to reduce diversity in practice on how entities account for transactions on the basis of different views of the economics of a collaborative arrangement. The adoption of this Update during the quarter did not have an impact on the unaudited interim consolidated financial statements.

The FASB issued ASU 2018-17, *Consolidation (Topic 810): Targeted Improvements to Related Party Guidance for Variable Interest Entities* to improve general purpose financial reporting. The update clarifies that indirect interests held through related parties in common control arrangements should be considered on a proportional basis for determining whether fees paid to decision makers and service providers are variable interests. The adoption of this Update during the quarter did not have an impact on the unaudited interim consolidated financial statements.

The FASB issued ASU 2017-04, *Business Combinations (Topic 350): Intangibles — Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment*. The update is intended to simplify how an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. Step 2 measured a goodwill impairment loss by comparing the implied fair value of a reporting unit's goodwill with the carrying amount of that goodwill. Under the amendments in this update, the impairment loss will be measured as the amount by which the carrying amount of the reporting unit exceeds the reporting unit's fair value. The Company will follow the pronouncements prospectively for goodwill impairment testing.

The FASB issued ASU 2016-13, *Financial Instruments — Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments* to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. The adoption of this topic in the first quarter did not have a significant impact on the unaudited interim consolidated financial statements (note 1(e)).

(b) Recently issued accounting guidance not yet adopted

The FASB issued ASU 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting* that provides optional expedients and exceptions to ease the potential burden in accounting for reference rate reform. The amendments apply to contracts, hedging relationships, and other transactions that reference LIBOR or another reference rate expected to be discontinued because of the reference rate reform. The amendments in this Update are effective for all entities as of March 12, 2020 through December 31, 2022. The Company is currently assessing the impact of the reference rate reform and this Update.

Algonquin Power & Utilities Corp.

Notes to the Unaudited Interim Consolidated Financial Statements

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*(in thousands of U.S. dollars, except as noted and per share amounts)***3. Business acquisitions**

Acquisition of Enbridge Gas New Brunswick Limited Partnership & St. Lawrence Gas Company, Inc.

The Company completed the acquisition of Enbridge Gas New Brunswick Limited Partnership ("New Brunswick Gas") on October 1, 2019, and St. Lawrence Gas Company, Inc. ("St. Lawrence Gas") on November 1, 2019. New Brunswick Gas is a regulated utility that provides natural gas. The purchase price recorded in 2019 was \$256,011 (C\$339,036). A closing adjustment of \$3,904 (C\$5,447) was made in 2020. St. Lawrence Gas is a regulated utility that provides natural gas in northern New York State. The total purchase price recorded in 2019 for the transaction was \$61,820. A closing adjustment of \$120 was made in 2020. In both cases, the adjustment reduced goodwill.

The determination of the fair value of assets acquired and liabilities assumed is based upon management's preliminary estimates and certain assumptions. Due to the timing of the acquisitions, the Company has not finalized the fair value measurements.

4. Accounts receivable

Accounts receivable as of March 31, 2020 include unbilled revenue of \$56,717 (December 31, 2019 - \$80,295) from the Company's regulated utilities. Accounts receivable as of March 31, 2020 are presented net of allowance for doubtful accounts of \$7,129 (December 31, 2019 - \$4,939).

5. Regulatory matters

The operating companies within the Regulated Services Group are subject to regulation by the public utility commissions of the states and provinces in which they operate. The respective public utility commissions have jurisdiction with respect to rate, service, accounting policies, issuance of securities, acquisitions and other matters. These utilities operate under cost-of-service regulation as administered by these authorities. The Company's regulated utility operating companies are accounted for under the principles of ASC 980. Under ASC 980, regulatory assets and liabilities that would not be recorded under U.S. GAAP for non-regulated entities are recorded to the extent that they represent probable future revenue or expenses associated with certain charges or credits that will be recovered from or refunded to customers through the rate setting process.

At any given time, the Company can have several regulatory proceedings underway. The financial effects of these proceedings are reflected in the consolidated financial statements based on regulatory approval obtained to the extent that there is a financial impact during the applicable reporting period. The following regulatory proceeding was recently completed:

Utility	State	Regulatory proceeding type	Annual revenue increase	Effective date
New England Natural Gas System	Massachusetts	Gas System Enhancement Plan	\$2,679	May 1, 2020

Algonquin Power & Utilities Corp.

Notes to the Unaudited Interim Consolidated Financial Statements

March 31, 2020 and 2019

*(in thousands of U.S. dollars, except as noted and per share amounts)***5. Regulatory matters (continued)**

Regulatory assets and liabilities consist of the following:

	March 31, 2020	December 31, 2019
Regulatory assets		
Retired generating plant (a)	\$ 199,795	\$ —
Environmental remediation	89,666	82,300
Pension and post-employment benefits	139,682	143,292
Income taxes	70,919	71,506
Debt premium	40,512	42,150
Fuel and commodity cost adjustments	13,116	23,433
Rate adjustment mechanism	75,692	69,121
Clean energy and other customer programs	26,299	26,369
Deferred capitalized costs	37,046	38,833
Asset retirement obligation	25,177	23,841
Long-term maintenance contract	14,375	13,264
Rate review costs	6,695	6,695
Other	20,341	19,083
Total regulatory assets	\$ 759,315	\$ 559,887
Less: current regulatory assets	(56,129)	(50,213)
Non-current regulatory assets	\$ 703,186	\$ 509,674
Regulatory liabilities		
Income taxes	\$ 321,132	\$ 321,960
Cost of removal	194,201	196,423
Rate base offset	7,967	8,719
Fuel and commodity costs adjustments	18,586	16,645
Rate adjustment mechanism	10,848	10,446
Deferred capitalized costs - fuel related	7,057	7,097
Pension and post-employment benefits	22,779	22,256
Other	14,341	14,516
Total regulatory liabilities	\$ 596,911	\$ 598,062
Less: current regulatory liabilities	(37,515)	(41,683)
Non-current regulatory liabilities	\$ 559,396	\$ 556,379

(a) Retired generating plant

On March 1, 2020, the Company's 200 MW coal generation facility located in Asbury, Missouri, ceased operations. The Company transferred the remaining net book value of Asbury's plant retired from plant in-service to a regulatory asset. The ultimate valuation of the regulatory asset will be determined in future commission orders. The Company is also assessing the decommissioning requirements associated with the retirement of the facility. Per commission orders in two of its jurisdictions, the Company is required to track the impact of Asbury's retirement on rates for consideration in the next rate case. The Company expects to defer such amounts collected from customers until new rates become effective. The accrual for this estimated amount will include revenues collected related to Asbury that will be subject to a future rate review proceeding and possible refund to customers. The ultimate resolution of this matter is uncertain.

Algonquin Power & Utilities Corp.

Notes to the Unaudited Interim Consolidated Financial Statements

March 31, 2020 and 2019

*(in thousands of U.S. dollars, except as noted and per share amounts)***6. Long-term investments**

Long-term investments consist of the following:

	March 31, 2020	December 31, 2019
Long-term investments carried at fair value		
Atlantica (a)	\$ 1,002,208	\$ 1,178,581
Atlantica Yield Energy Solutions Canada Inc.	76,994	88,494
San Antonio Water System	25,854	27,072
	\$ 1,105,056	\$ 1,294,147
Other long-term investments		
Equity-method investees (b)	\$ 127,569	\$ 83,497
Development loans receivable from equity-method investees	58,823	36,204
Other	4,356	2,267
Total other long-term investments	\$ 190,748	\$ 121,968

Income (loss) from long-term investments from the three-month periods ended March 31, 2020 and 2019 is as follows:

	Three months ended March 31 2020	2019
Fair value loss on investments carried at fair value		
Atlantica	\$ (185,394)	\$ (5,818)
Atlantica Yield Energy Solutions Canada Inc.	(4,142)	—
San Antonio Water System	(1,222)	—
	\$ (190,758)	\$ (5,818)
Dividend and interest income from investments carried at fair value		
Atlantica	\$ 18,426	\$ 15,376
Atlantica Yield Energy Solutions Canada Inc.	3,904	—
San Antonio Water System	1,048	—
	\$ 23,378	\$ 15,376
Other long-term investments		
Equity method loss	(799)	(2,106)
Interest and other income	5,518	12,020
	\$ (162,661)	\$ 19,472

(a) Investment in Atlantica

AAGES (AY Holdings) B.V. ("AY Holdings"), an entity controlled and consolidated by APUC, has a share ownership in Atlantica Yield plc ("Atlantica") of approximately 44.2% (December 31, 2019 - 44.2%). APUC has the flexibility, subject to certain conditions, to increase its ownership of Atlantica up to 48.5%. The shares were purchased at a cost of \$1,036,414. The Company accounts for its investment in Atlantica at fair value, with changes in fair value reflected in the consolidated statements of operations.

Algonquin Power & Utilities Corp.

Notes to the Unaudited Interim Consolidated Financial Statements

March 31, 2020 and 2019

*(in thousands of U.S. dollars, except as noted and per share amounts)***6. Long-term investments (continued)**

(b) Equity-method investees

The Company has non-controlling interests in various partnerships and joint ventures with a total carrying value of \$127,569 (December 31, 2019 - \$83,497) including investments in variable interest entities ("VIEs") of \$103,395 (December 31, 2019 - \$59,091).

Summarized combined information for APUC's investments in significant partnerships and joint ventures is as follows:

	March 31, 2020	December 31, 2019
Total assets	\$ 1,280,753	\$ 833,791
Total liabilities	1,088,303	697,751
Net assets	192,450	136,040
APUC's ownership interest in the entities	99,175	63,624
Difference between investment carrying amount and underlying equity in net assets ^(a)	25,778	18,487
APUC's investment carrying amount for the entities	\$ 124,953	\$ 82,111

^(a) The difference between the investment carrying amount and the underlying equity in net assets relates primarily to interest capitalized while the projects are under construction, the fair value of guarantees provided by the Company in regards to the investments, development fees and transaction costs.

The Company has committed loan and credit support facilities with some of its equity investees. During construction, the Company is obligated to provide cash advances and credit support in amounts necessary for the continued development and construction of the equity investees' projects. As of March 31, 2020, the Company had issued letters of credit and guarantees of obligations under a security of performance for a development opportunity; wind turbine or solar panel supply agreements; engineering, procurement, and construction agreements; purchase and sale agreements; interconnection agreements; energy purchase agreements; renewable energy credit agreements; equity capital contribution agreements; landowner agreements; and construction loan agreement. The fair value of the support provided recorded as at March 31, 2020 amounts to \$16,672 (December 31, 2019 - \$9,493). The Company is not considered the primary beneficiary of these entities as the partners have joint control and all decisions must be unanimous. Therefore, the Company accounts for its interest in these VIEs using the equity method.

Summarized combined information for APUC's VIEs is as follows:

	March 31, 2020	December 31, 2019
APUC's maximum exposure in regards to VIEs		
Carrying amount	\$ 103,395	\$ 59,091
Development loans receivable	57,664	35,000
Commitments on behalf of VIEs	1,389,972	1,364,871
	\$ 1,551,031	\$ 1,458,962

The commitments are presented on a gross basis assuming no recoverable value in the assets of the VIEs. The majority of the amounts committed on behalf of VIEs in the above relate to wind turbine or solar panel supply agreements as well as engineering, procurement, and construction agreements.

Algonquin Power & Utilities Corp.

Notes to the Unaudited Interim Consolidated Financial Statements

March 31, 2020 and 2019

*(in thousands of U.S. dollars, except as noted and per share amounts)***7. Long-term debt**

Long-term debt consists of the following:

Borrowing type	Weighted average coupon	Maturity	Par value	March 31, 2020	December 31, 2019
Senior unsecured revolving credit facilities (a)	—	2023-2024	N/A	\$ 409,674	\$ 141,577
Senior unsecured bank credit facilities (b)	—	2020	N/A	75,000	75,000
Commercial paper	—	2020	N/A	154,250	218,000
U.S. dollar borrowings					
Senior unsecured notes	4.09%	2020-2047	\$ 1,225,000	1,219,803	1,219,579
Senior unsecured utility notes	6.00%	2020-2035	\$ 217,000	233,308	233,686
Senior secured utility bonds	4.75%	2020-2044	\$ 662,500	664,783	672,337
Canadian dollar borrowings					
Senior unsecured notes (c)	4.28%	2021-2050	C\$ 1,150,669	807,314	728,679
Senior secured project notes	10.21%	2020-2027	C\$ 27,747	19,517	21,961
				\$ 3,583,649	\$ 3,310,819
Subordinated U.S. dollar borrowings					
Subordinated unsecured notes	6.50%	2078-2079	\$ 637,500	621,118	621,049
				\$ 4,204,767	\$ 3,931,868
Less: current portion				(161,005)	(225,013)
				\$ 4,043,762	\$ 3,706,855

Short-term obligations of \$476,202 that are expected to be refinanced using the long-term credit facilities are presented as long-term debt.

Long-term debt issued at a subsidiary level (project notes or utility bonds) relating to a specific operating facility is generally collateralized by the respective facility with no other recourse to the Company. Long-term debt issued at a subsidiary level whether or not collateralized generally has certain financial covenants, which must be maintained on a quarterly basis. Non-compliance with the covenants could restrict cash distributions/dividends to the Company from the specific facilities.

Recent financing activities:

- (a) Senior unsecured revolving credit facilities
On February 24, 2020, the Renewable Energy Group increased its uncommitted letter of credit facility to \$350,000 and extended the maturity to June 30, 2021.
- (b) Senior unsecured bank credit facilities
Subsequent to quarter-end, given the uncertainty caused by the COVID-19 pandemic, the Company secured additional liquidity as an additional margin of safety intended to ensure the Company can continue to move forward with its 2020 capital expenditure program and committed acquisitions independent of the state of the capital markets. The additional liquidity is in the form of three new senior unsecured delayed draw non-revolving credit facilities for a total of \$1,600,000 maturing in April, 2021.
- (c) Canadian dollar senior unsecured notes
On February 14, 2020, the Regulated Services Group issued C\$200,000 senior unsecured debentures bearing interest at 3.315% with a maturity date of February 14, 2050. The debentures are redeemable at the option of the Company at a price based on a make-whole provision.

Algonquin Power & Utilities Corp.

Notes to the Unaudited Interim Consolidated Financial Statements

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*(in thousands of U.S. dollars, except as noted and per share amounts)***8. Pension and other post-employment benefits**

The following table lists the components of net benefit costs for the pension plans and other post-employment benefits ("OPEB") in the unaudited interim consolidated statements of operations for the three-month period ended March 31:

	Pension benefits		OPEB	
	Three months ended March 31		Three months ended March 31	
	2020	2019	2020	2019
Service cost	\$ 3,567	\$ 3,265	\$ 1,467	\$ 1,199
Non-service costs				
Interest cost	4,791	4,759	1,819	1,784
Expected return on plan assets	(6,249)	(7,123)	(2,192)	(1,930)
Amortization of net actuarial loss (gain)	1,145	(316)	(13)	(52)
Amortization of prior service credits	(402)	22	—	(95)
Amortization of regulatory assets/liabilities	3,538	3,077	919	1,167
	\$ 2,823	\$ 419	\$ 533	\$ 874
Net benefit cost	\$ 6,390	\$ 3,684	\$ 2,000	\$ 2,073

The service cost components of pension plans and OPEB are shown as part of operating expenses within operating income in the unaudited interim consolidated statements of operations. The remaining components of net benefit cost are considered non-service costs and have been included outside of operating income in other net losses in the unaudited interim consolidated statements of operations.

9. Other long-term liabilities

Other long-term liabilities consist of the following:

	March 31, 2020	December 31, 2019
Advances in aid of construction	\$ 61,435	\$ 60,828
Environmental remediation obligation	66,849	58,061
Asset retirement obligations	54,061	53,879
Customer deposits	31,907	31,946
Unamortized investment tax credits	18,103	18,234
Deferred credits	18,930	18,952
Contingent development support obligations	16,963	9,446
Preferred shares, Series C	12,548	13,793
Lease liabilities	8,701	9,695
Other	27,452	26,506
	\$ 316,949	\$ 301,340
Less: current portion	(57,471)	(57,939)
	\$ 259,478	\$ 243,401

Algonquin Power & Utilities Corp.

Notes to the Unaudited Interim Consolidated Financial Statements

March 31, 2020 and 2019

*(in thousands of U.S. dollars, except as noted and per share amounts)***10. Shareholders' capital****(a) Common shares**

Number of common shares

	Three months ended March 31	
	2020	2019
Common shares, beginning of period	524,223,323	488,851,433
Dividend reinvestment plan	1,244,696	1,606,001
Exercise of share-based awards (b)	1,215,388	823,414
Conversion of convertible debentures	1,509	3,866
Common shares, end of period	526,684,916	491,284,714

(b) Share-based compensation

During the three months ended March 31, 2020, the Board of directors of the Company (the "Board") approved the grant of 948,347 options to executives of the Company. The options allow for the purchase of common shares at a weighted average price of C\$16.70, the market price of the underlying common share at the date of grant. One-third of the options vest on each of December 31, 2020, 2021, and 2022. The options may be exercised up to eight years following the date of grant.

The following assumptions were used in determining the fair value of share options granted:

	2020
Risk-free interest rate	1.2%
Expected volatility	24%
Expected dividend yield	4.1%
Expected life	5.50 years
Weighted average grant date fair value per option	C\$ 2.75

In March 2020, 2,217,325 stock options were exercised at a weighted average price of C\$12.48 in exchange for 708,117 common shares issued from treasury, and 1,509,208 options settled at their cash value as payment for the exercise price and tax withholdings related to the exercise of the options.

In March 2020, 325,441 performance share units ("PSUs") were granted to executives of the Company. The PSUs vest on January 1, 2023. In addition, 107,915 restricted share units ("RSUs") were granted to an executive of the Company. The RSUs vest on December 15, 2020. During the quarter, the Company settled 825,859 PSUs in exchange for 439,541 common shares issued from treasury, and 386,318 PSUs were settled at their cash value as payment for tax withholdings related to the settlement of the PSUs.

Subsequent to quarter end, 116,921 bonus deferral RSUs were granted to employees of the Company. The RSUs are 100% vested.

During the three months ended March 31, 2020, 22,611 deferred share units ("DSUs") were issued pursuant to the election of the Directors to defer a percentage of their Directors' fee in the form of DSUs.

For the three months ended March 31, 2020, APUC recorded \$1,584 (2019 - \$1,543) in total share-based compensation expense. The compensation expense is recorded as part of administrative expenses in the unaudited interim consolidated statements of operations. The portion of share-based compensation costs capitalized as cost of construction is insignificant.

As of March 31, 2020, total unrecognized compensation costs related to non-vested options and PSUs were \$2,838 and \$15,465, respectively, and are expected to be recognized over a period of 2.12 and 1.90 years, respectively.

Algonquin Power & Utilities Corp.

Notes to the Unaudited Interim Consolidated Financial Statements

March 31, 2020 and 2019

*(in thousands of U.S. dollars, except as noted and per share amounts)***11. Accumulated other comprehensive income (loss)**

AOCI consists of the following balances, net of tax:

	Foreign currency cumulative translation	Unrealized gain on cash flow hedges	Pension and post- employment actuarial changes	Total
Balance, January 1, 2019	\$ (74,189)	\$ 64,333	\$ (9,529)	\$ (19,385)
Adoption of ASU 2017-12 on hedging	—	186	—	186
Other comprehensive income (loss)	7,795	19,177	(7,999)	18,973
Amounts reclassified from AOCI to the unaudited interim consolidated statement of operations	—	(8,597)	1,490	(7,107)
Net current period OCI	\$ 7,795	\$ 10,580	\$ (6,509)	\$ 11,866
OCI attributable to the non-controlling interests	(2,428)	—	—	(2,428)
Net current period OCI attributable to shareholders of APUC	\$ 5,367	\$ 10,580	\$ (6,509)	\$ 9,438
Balance, December 31, 2019	\$ (68,822)	\$ 75,099	\$ (16,038)	\$ (9,761)
Other comprehensive loss	(36,630)	(10,805)	—	(47,435)
Amounts reclassified from AOCI to the unaudited interim consolidated statement of operations	—	(3,283)	(76)	(3,359)
Net current period OCI	\$ (36,630)	\$ (14,088)	\$ (76)	\$ (50,794)
OCI attributable to the non-controlling interests	6,060	—	—	6,060
Net current period OCI attributable to shareholders of APUC	\$ (30,570)	\$ (14,088)	\$ (76)	\$ (44,734)
Balance, March 31, 2020	\$ (99,392)	\$ 61,011	\$ (16,114)	\$ (54,495)

Amounts reclassified from AOCI for unrealized gain (loss) on cash flow hedges affected revenue from non-regulated energy sales while those for pension and post-employment actuarial changes affected pension and post-employment non-service costs.

12. Dividends

All dividends of the Company are made on a discretionary basis as determined by the Board. The Company declares and pays the dividends on its common shares in U.S. dollars. Dividends declared were as follows:

	Three months ended March 31			
	2020		2019	
	Dividend	Dividend per share	Dividend	Dividend per share
Common shares	\$ 74,629	\$ 0.1410	\$ 63,281	\$ 0.1282
Series A preferred shares	C\$ 1,549	C\$ 0.3226	C\$ 1,549	C\$ 0.3226
Series D preferred shares	C\$ 1,273	C\$ 0.3182	C\$ 1,250	C\$ 0.3125

Algonquin Power & Utilities Corp.

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*(in thousands of U.S. dollars, except as noted and per share amounts)***13. Related party transactions****(a) Equity-method investments**

The Company provides administrative and development services to its equity-method investees and is reimbursed for incurred costs. To that effect, during the three months ended March 31, 2020, the Company charged its equity-method investees \$3,992 (2019 - \$5,695).

(b) Redeemable non-controlling interest held by related party

Redeemable non-controlling interest held by related party represents a preference share in a consolidated subsidiary of the Company acquired by Abengoa-Algonquin Global Energy Solutions B.V. ("AAGES B.V.") in 2018 for \$305,000. Redemption is not considered probable as at March 31, 2020. The Company incurred non-controlling interest attributable to AAGES B.V. of \$3,766 (2019 - \$6,842) and recorded distributions of \$3,299 (2019 - \$7,094) during the three months ended March 31, 2020 (note 14).

(c) Non-controlling interest held by related party

Non-controlling interest held by related party represents interest in a consolidated subsidiary of the Company acquired by Atlantica Yield Energy Solutions Canada Inc. ("AYES Canada") in May 2019. The Company recorded distributions of \$4,208 (2019 - \$nil) during the three months ended March 31, 2020.

(d) Long Sault Hydro Facility

Effective December 31, 2013, APUC acquired the shares of Algonquin Power Corporation Inc. ("APC"), which was partially owned by Senior Executives. APC owns the partnership interest in the 18 MW Long Sault Hydro Facility. A final post-closing adjustment related to the transaction remains outstanding.

The above related party transactions have been recorded at the exchange amounts agreed to by the parties to the transactions.

14. Non-controlling interests and redeemable non-controlling interests

Net effect attributable to non-controlling interests for the three months ended March 31 consists of the following:

	Three months ended March 31	
	2020	2019
HLBV and other adjustments attributable to:		
Non-controlling interests - tax equity partnership units	\$ 18,232	\$ 17,839
Non-controlling interests - redeemable tax equity partnership units	1,719	2,306
Other net earnings attributable to:		
Non-controlling interests	(609)	(817)
	\$ 19,342	\$ 19,328
Redeemable non-controlling interest, held by related party	(3,766)	(6,842)
Net effect of non-controlling interests	\$ 15,576	\$ 12,486

The non-controlling tax equity investors ("tax equity partnership units") in the Company's U.S. wind power and solar power generating facilities are entitled to allocations of earnings, tax attributes and cash flows in accordance with contractual agreements. The share of earnings attributable to the non-controlling interest holders in these subsidiaries is calculated using the hypothetical liquidation at book value ("HLBV") method of accounting.

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*(in thousands of U.S. dollars, except as noted and per share amounts)***15. Income taxes**

For the three months ended March 31, 2020, the Company's tax rate varied from the statutory rate of 26.5% due primarily to the impact of the loss associated with its investment in Atlantica, and the impact of differences in effective tax rates on transactions in foreign jurisdictions.

Subsequent to quarter end, on April 8, 2020, the Internal Revenue Service issued final regulations with respect to rules regarding certain Hybrid arrangements as a result of U.S. Tax Reform. As a result of the final regulations, the Company expects to record a one-time deferred income tax expense of approximately \$9,400 in the quarter ended June 30, 2020 to reverse the benefit of deductions taken in the prior year.

For the three months ended March 31, 2019, the Company's tax rate varied from the statutory rate of 26.5% due primarily to the impact of differences in effective tax rates on transactions in foreign jurisdictions and as a result of non-taxable dividend income from its investment in Atlantica.

16. Other net losses

Other net losses consist of the following:

	Three months ended March 31	
	2020	2019
Pension and other post-employment non-service costs (note 8)	\$ (3,356)	\$ (1,293)
Acquisition and transition-related costs (note 3)	(26)	(1,944)
Other	(864)	(620)
	\$ (4,246)	\$ (3,857)

17. Basic and diluted net earnings (loss) per share

Basic and diluted earnings (loss) per share have been calculated on the basis of net earnings (loss) attributable to the common shareholders of the Company and the weighted average number of common shares and bonus deferral restricted share units outstanding. Diluted net earnings (loss) per share is computed using the weighted-average number of common shares, subscription receipts outstanding, additional shares issued subsequent to quarter-end under the dividend reinvestment plan, PSUs, RSUs and DSUs outstanding during the period and, if dilutive, potential incremental common shares resulting from the application of the treasury stock method to outstanding share options and additional shares issued subsequent to quarter-end under the dividend reinvestment plan.

The reconciliation of the net earnings (loss) and the weighted average shares used in the computation of basic and diluted earnings (loss) per share are as follows:

	Three months ended March 31	
	2020	2019
Net earnings (loss) attributable to shareholders of APUC	\$ (63,797)	\$ 86,406
Series A preferred shares dividend	1,174	1,167
Series D preferred shares dividend	966	939
Net earnings (loss) attributable to common shareholders of APUC from continuing operations – basic and diluted	\$ (65,937)	\$ 84,300
Weighted average number of shares		
Basic	525,828,253	490,538,243
Effect of dilutive securities	—	5,008,644
Diluted	525,828,253	495,546,887

The shares potentially issuable as a result of 5,463,041 securities (2019 - 1,113,775) are excluded from this calculation as they are anti-dilutive.

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*(in thousands of U.S. dollars, except as noted and per share amounts)***18. Segmented information**

The Company is managed under two primary business units consisting of the Regulated Services Group and the Renewable Energy Group. The two business units are the two segments of the Company.

The Regulated Services Group, the Company's regulated operating unit, owns and operates a portfolio of electric, natural gas, water distribution and wastewater collection utility systems and transmission operations in the United States and Canada; the Renewable Energy Group, the Company's non-regulated operating unit, owns and operates a diversified portfolio of renewable and thermal electric generation assets in North America and internationally.

For purposes of evaluating the performance of the business units, the Company allocates the realized portion of any gains or losses on financial instruments to the specific business units. Dividend income from Atlantica and AYES Canada are included in the operations of the Renewable Energy Group, while interest income from San Antonio Water System is included in the operations of the Regulated Services Group. Equity method gains and losses are included in the operations of the Regulated Services Group or Renewable Energy Group based on the nature of the activities of the investees. The change in value of investments carried at fair value and unrealized portion of any gains or losses on derivative instruments not designated in a hedging relationship are not considered in management's evaluation of divisional performance and are therefore allocated and reported under corporate.

	Three months ended March 31, 2020			
	Regulated Services Group	Renewable Energy Group	Corporate	Total
Revenue ⁽¹⁾⁽²⁾	\$ 396,060	\$ 68,841	\$ —	\$ 464,901
Fuel, power and water purchased	123,097	4,004	—	127,101
Net revenue	272,963	64,837	—	337,800
Operating expenses	108,367	19,529	—	127,896
Administrative expenses	9,487	6,206	(21)	15,672
Depreciation and amortization	53,010	25,628	242	78,880
Gain on foreign exchange	—	—	(4,670)	(4,670)
Operating income	102,099	13,474	4,449	120,022
Interest expense	(24,840)	(14,479)	(6,929)	(46,248)
Income (loss) from long-term investments	2,648	23,794	(189,103)	(162,661)
Other net income (loss)	(4,997)	834	(26)	(4,189)
Earnings (loss) before income taxes	\$ 74,910	\$ 23,623	\$ (191,609)	\$ (93,076)
Property, plant and equipment	\$ 4,600,836	\$ 2,377,469	\$ 29,828	\$ 7,008,133
Investments carried at fair value	25,854	1,079,202	—	1,105,056
Equity-method investees	43,547	84,022	—	127,569
Total assets	6,905,685	3,825,545	169,393	10,900,623
Capital expenditures	\$ 139,632	\$ 16,270	\$ —	\$ 155,902

⁽¹⁾ Renewable Energy Group revenue includes \$9,292 related to net hedging gains from energy derivative contracts for the three-month period ended March 31, 2020 that do not represent revenue recognized from contracts with customers.

⁽²⁾ Regulated Services Group revenue includes \$2,968 related to alternative revenue programs for the three-month period ended March 31, 2020 that do not represent revenue recognized from contracts with customers.

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*(in thousands of U.S. dollars, except as noted and per share amounts)***18. Segmented information (continued)**

Three months ended March 31, 2019				
	Regulated Services Group	Renewable Energy Group	Corporate	Total
Revenue ⁽¹⁾⁽²⁾	\$ 411,024	\$ 66,201	\$ —	\$ 477,225
Fuel and power purchased	150,606	6,921	—	157,527
Net revenue	260,418	59,280	—	319,698
Operating expenses	101,975	18,138	—	120,113
Administrative expenses	5,433	7,554	131	13,118
Depreciation and amortization	48,417	22,385	245	71,047
Gain on foreign exchange	—	—	(533)	(533)
Operating income	104,593	11,203	157	115,953
Interest expense	(25,092)	(16,207)	(1,322)	(42,621)
Income (loss) from long-term investments	1,257	23,497	(5,282)	19,472
Other net losses	(1,960)	(150)	(1,943)	(4,053)
Earnings (loss) before income taxes	\$ 78,798	\$ 18,343	\$ (8,390)	\$ 88,751
Capital expenditures	\$ 97,415	\$ 9,971	\$ —	\$ 107,386
December 31, 2019				
Property, plant and equipment	\$ 4,754,373	\$ 2,444,382	\$ 32,909	\$ 7,231,664
Investments carried at fair value	27,072	1,267,075	—	1,294,147
Equity-method investees	29,827	53,670	—	83,497
Total assets	\$ 6,816,063	\$ 4,014,067	\$ 81,340	\$ 10,911,470

⁽¹⁾ Renewable Energy Group revenue includes \$6,439 related to net hedging gains from energy derivative contracts for the three-month period ended March 31, 2019 that do not represent revenue recognized from contracts with customers.

⁽²⁾ Regulated Services Group revenue includes \$(7,021) related to alternative revenue programs for the three-month period ended March 31, 2019 that do not represent revenue recognized from contracts with customers.

The majority of non-regulated energy sales are earned from contracts with large public utilities. The Company has sought to mitigate its credit risk by selling energy to large utilities in various North American locations. None of the utilities contribute more than 10% of total revenue.

APUC operates in the independent power and utility industries in both Canada and the United States. Information on operations by geographic area is as follows:

Three months ended March 31			
	2020	2019	
Revenue			
Canada	\$ 24,172	\$ 18,531	
United States	440,729	458,694	
	\$ 464,901	\$ 477,225	

Revenue is attributed to the two countries based on the location of the underlying generating and utility facilities.

Algonquin Power & Utilities Corp.

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*(in thousands of U.S. dollars, except as noted and per share amounts)***19. Commitments and contingencies****(a) Contingencies**

APUC and its subsidiaries are involved in various claims and litigation arising out of the ordinary course and conduct of its business. Although such matters cannot be predicted with certainty, management does not consider APUC's exposure to such litigation to be material to these unaudited interim consolidated financial statements. Accruals for any contingencies related to these items are recorded in the consolidated financial statements at the time it is concluded that its occurrence is probable and the related liability is estimable.

Claim by Gaia Power Inc.

On October 30, 2018, Gaia Power Inc. ("Gaia") commenced an action in the Ontario Superior Court of Justice against APUC and certain of its subsidiaries, claiming damages of not less than \$345,000 and punitive damages in the sum of \$25,000. The action arises from Gaia's 2010 sale, to a subsidiary of APUC, of Gaia's interest in certain proposed wind farm projects in Canada. Pursuant to a 2010 royalty agreement, Gaia is entitled to royalty payments if the projects are developed and achieve certain agreed targets. It is too early to determine the likelihood of success in this lawsuit; however, APUC intends to vigorously defend it.

Condemnation expropriation proceedings

Liberty Utilities (Apple Valley Ranchos Water) Corp. is the subject of a condemnation lawsuit filed by the town of Apple Valley. A court will determine the necessity of the taking by Apple Valley and, if established, a jury will determine the fair market value of the assets being condemned. Because of COVID-19 the timing for the resolution of the condemnation proceedings is currently unknown. Any taking by government entities would legally require fair compensation to be paid; however, there is no assurance that the value received as a result of the condemnation will be sufficient to recover the Company's net book value of the utility assets taken.

(b) Commitments

In addition to the commitments related to the proposed acquisitions and development projects disclosed in notes 3 and 6, the following significant commitments exist as of March 31, 2020.

APUC has outstanding purchase commitments for power purchases, gas supply and service agreements, service agreements, capital project commitments and land easements.

Detailed below are estimates of future commitments under these arrangements:

	Year 1	Year 2	Year 3	Year 4	Year 5	Thereafter	Total
Power purchase (i)	\$ 21,769	\$ 11,477	\$ 11,395	\$ 11,623	\$ 11,855	\$ 176,424	\$ 244,543
Gas supply and service agreements (ii)	83,079	59,656	51,774	45,378	40,677	138,707	419,271
Service agreements	47,088	39,700	41,884	45,376	46,171	278,171	498,390
Capital projects	364,597	—	—	—	—	—	364,597
Land easements	6,523	6,557	6,627	6,723	6,800	195,273	228,503
Total	\$523,056	\$117,390	\$111,680	\$109,100	\$105,503	\$ 788,575	\$ 1,755,304

(i) Power purchase: APUC's electric distribution facilities have commitments to purchase physical quantities of power for load serving requirements. The commitment amounts included in the table above are based on market prices as of March 31, 2020. However, the effects of purchased power unit cost adjustments are mitigated through a purchased power rate-adjustment mechanism.

(ii) Gas supply and service agreements: APUC's gas distribution facilities and thermal generation facilities have commitments to purchase physical quantities of natural gas under contracts for purposes of load serving requirements and of generating power.

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*(in thousands of U.S. dollars, except as noted and per share amounts)***20. Non-cash operating items**

The changes in non-cash operating items consist of the following:

	Three months ended March 31	
	2020	2019
Accounts receivable	\$ 39,932	\$ (28,675)
Fuel and natural gas in storage	11,010	19,481
Supplies and consumables inventory	(7,794)	(1,977)
Income taxes recoverable	(619)	(822)
Prepaid expenses	(10,448)	(6,606)
Accounts payable	(71,170)	(28,537)
Accrued liabilities	(35,396)	(10,130)
Current income tax liability	(29,155)	6,351
Asset retirements and environmental obligations	(572)	(1,100)
Net regulatory assets and liabilities	(4,815)	6,117
	\$ (109,027)	\$ (45,898)

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*(in thousands of U.S. dollars, except as noted and per share amounts)***21. Financial instruments**

(a) Fair value of financial instruments

March 31, 2020	Carrying amount	Fair value	Level 1	Level 2	Level 3
Long-term investments carried at fair value	\$ 1,105,056	\$ 1,105,056	1,002,208	\$ 25,854	\$ 76,994
Development loans and other receivables	59,682	58,664	—	58,664	—
Derivative instruments ⁽¹⁾ :					
Energy contracts designated as a cash flow hedge	62,172	62,172	—	—	62,172
Energy contracts not designated as cash flow hedge	801	801	—	—	801
Commodity contracts for regulated operations	4	4	—	4	—
Cross currency swap designated as a net investment hedge	28,689	28,689	—	28,689	—
Total derivative instruments	91,666	91,666	—	28,693	62,973
Total financial assets	\$ 1,256,404	\$ 1,255,386	\$ 1,002,208	\$ 113,211	\$ 139,967
Long-term debt	\$ 4,204,767	\$ 4,308,525	\$ 1,419,970	\$ 2,888,555	\$ —
Convertible debentures	302	568	568	—	—
Preferred shares, Series C	12,548	12,709	—	12,709	—
Derivative instruments ⁽¹⁾ :					
Energy contracts designated as a cash flow hedge	1,577	1,577	—	—	1,577
Energy contracts not designated as a cash flow hedge	20	20	—	—	20
Cross-currency swap designated as a net investment hedge	117,734	117,734	—	117,734	—
Forward interest rate swaps designated as a hedge	9,214	9,214	—	9,214	—
Commodity contracts for regulated operations	992	992	—	992	—
Total derivative instruments	129,537	129,537	—	127,940	1,597
Total financial liabilities	\$ 4,347,154	\$ 4,451,339	\$ 1,420,538	\$ 3,029,204	\$ 1,597

⁽¹⁾ Balance of \$334 associated with certain weather derivatives have been excluded, as they are accounted for based on intrinsic value rather than fair value.

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Notes to the Unaudited Interim Consolidated Financial Statements

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*(in thousands of U.S. dollars, except as noted and per share amounts)***21. Financial instruments (continued)**

(a) Fair value of financial instruments (continued)

December 31, 2019	Carrying amount	Fair value	Level 1	Level 2	Level 3
Long-term investment carried at fair value	\$1,294,147	\$1,294,147	\$1,178,581	\$ 27,072	\$ 88,494
Development loans and other receivables	37,050	37,984	—	37,984	—
Derivative instruments:					
Energy contracts designated as a cash flow hedge	65,304	65,304	—	—	65,304
Energy contracts not designated as a cash flow hedge	20,384	20,384	—	—	20,384
Commodity contracts for regulatory operations	16	16	—	16	—
Total derivative instruments	85,704	85,704	—	16	85,688
Total financial assets	\$1,416,901	\$1,417,835	\$1,178,581	\$ 65,072	\$ 174,182
Long-term debt	\$3,931,868	\$4,284,068	\$1,495,153	\$2,788,915	\$ —
Convertible debentures	342	623	623	—	—
Preferred shares, Series C	13,793	15,120	—	15,120	—
Derivative instruments:					
Energy contracts designated as a cash flow hedge	789	789	—	—	789
Cross-currency swap designated as a net investment hedge	81,765	81,765	—	81,765	—
Currency forward contract not designated as hedge	38	38	—	—	38
Commodity contracts for regulated operations	2,072	2,072	—	2,072	—
Total derivative instruments	84,664	84,664	—	83,837	827
Total financial liabilities	\$4,030,667	\$4,384,475	\$1,495,776	\$2,887,872	\$ 827

The Company has determined that the carrying value of its short-term financial assets and liabilities approximates fair value as of March 31, 2020 and December 31, 2019 due to the short-term maturity of these instruments.

The fair value of development loans and other receivables (level 2) is determined using a discounted cash flow method, using estimated current market rates for similar instruments adjusted for estimated credit risk as determined by management.

The fair value of the investment in Atlantica (level 1) is measured at the closing price on the NASDAQ stock exchange.

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*(in thousands of U.S. dollars, except as noted and per share amounts)***21. Financial instruments (continued)****(a) Fair value of financial instruments (continued)**

The Company's level 1 fair value of long-term debt is measured at the closing price on the New York Stock Exchange and the Canadian over-the-counter closing price. The Company's level 2 fair value of long-term debt at fixed interest rates and Series C preferred shares has been determined using a discounted cash flow method and current interest rates. The Company's level 2 fair value of convertible debentures has been determined as the greater of their face value and the quoted value of APUC's common shares on a converted basis.

The Company's level 2 fair value derivative instruments primarily consist of swaps, options, rights and forward physical derivatives where market data for pricing inputs are observable. Level 2 pricing inputs are obtained from various market indices and utilize discounting based on quoted interest rate curves, which are observable in the marketplace.

The Company's level 3 instruments consist of energy contracts for electricity sales and the fair value of the Company's investment in AYES Canada. The significant unobservable inputs used in the fair value measurement of energy contracts are the internally developed forward market prices ranging from \$10.46 to \$126.47 with a weighted average of \$20.93 as of March 31, 2020. The weighted average forward market prices are developed based on the quantity of energy expected to be sold monthly and the expected forward price during that month. The change in the fair value of the energy contracts is detailed in notes 21(b)(ii) and 21(b)(iv). The significant unobservable inputs used in the fair value measurement of the Company's AYES Canada investment are the expected cash flows, the discount rates applied to these cash flows ranging from 8.75% to 9.50% with a weighted average of 9.42%, and the expected volatility of Atlantica's share price ranging from 18% to 22% as of March 31, 2020. Significant increases (decreases) in expected cash flows or increases (decreases) in discount rate in isolation would have resulted in a significantly lower (higher) fair value measurement.

(b) Derivative instruments

Derivative instruments are recognized on the consolidated balance sheets as either assets or liabilities and measured at fair value at each reporting period.

(i) Commodity derivatives – regulated accounting

The Company uses derivative financial instruments to reduce the cash flow variability associated with the purchase price for a portion of future natural gas purchases associated with its regulated gas and electric service territories. The Company's strategy is to minimize fluctuations in gas sale prices to regulated customers.

The following are commodity volumes, in dekatherms ("dths") associated with the above derivative contracts:

	2020
Financial contracts: Swaps	2,144,407
Forward contracts	2,000,000
	4,144,407

The accounting for these derivative instruments is subject to guidance for rate regulated enterprises. Therefore, the fair value of these derivatives is recorded as current or long-term assets and liabilities, with offsetting positions recorded as regulatory assets and regulatory liabilities in the consolidated balance sheets. Most of the gains or losses on the settlement of these contracts are included in the calculation of the fuel and commodity costs adjustments (note 5). As a result, the changes in fair value of these natural gas derivative contracts and their offsetting adjustment to regulatory assets and liabilities had no earnings impact.

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Notes to the Unaudited Interim Consolidated Financial Statements

March 31, 2020 and 2019

*(in thousands of U.S. dollars, except as noted and per share amounts)***21. Financial instruments (continued)**

(b) Derivative instruments (continued)

(i) Commodity derivatives – regulated accounting (continued)

The following table presents the impact of the change in the fair value of the Company's natural gas derivative contracts had on the unaudited interim consolidated balance sheets:

	March 31, 2020	December 31, 2019
Regulatory assets:		
Swap contracts	\$ 149	\$ 28
Option contracts	16	38
Forward contracts	\$ 1,051	\$ 1,830
Regulatory liabilities:		
Swap contracts	\$ 207	\$ 743

(ii) Cash flow hedges

The Company reduces the price risk on the expected future sale of power generation at Sandy Ridge, Senate and Minonk Wind Facilities by entering into the following long-term energy derivative contracts.

Notional quantity (MW-hrs)	Expiry	Receive average prices (per MW-hr)	Pay floating price (per MW-hr)
718,925	December 2028	34.95	PJM Western HUB
3,295,096	December 2027	25.33	NI HUB
2,552,962	December 2027	36.46	ERCORT North HUB

The Company provides energy requirements to various customers under contracts at fixed rates. While the production from the Tinker Hydroelectric Facility is expected to provide a portion of the energy required to service these customers, APUC anticipates having to purchase a portion of its energy requirements at the ISO NE spot rates to supplement self-generated energy. The Company designated a contract with a notional quantity of 151,680 MW-hours, a price of \$38.95 per MW-hr and expiring in February 2022 as a hedge to the price of energy purchases. The Company also mitigates the risk by using short-term financial forward energy purchase contracts. These short-term derivatives are not accounted for as hedges and changes in fair value are recorded in earnings as they occur (note 21(b)(iv)).

In January 2019, the Company entered into a long-term energy derivative contract to reduce the price risk on the expected future sale of power generation at the Sugar Creek wind Project. On September 30, 2019, the Company sold the derivative contract together with 100% of its ownership interest in Sugar Creek to AAGES Sugar Creek. The novation and transfer of the derivative contract was subject to counterparty approval, which was received in Q1 2020. As a result, the hedge relationship for the Sugar Creek energy derivative was discontinued. Amounts in AOCI of \$15,765 and related tax were reclassified from AOCI into earnings in 2019.

The Company was party to a 10-year forward-starting interest rate swap beginning on July 25, 2018 in order to reduce the interest rate risk related to the probable issuance on that date of a 10-year C\$135,000 bond. During 2018, the Company amended and extended the forward-starting date of the interest rate swap to begin on March 29, 2019. During 2019, the Company settled the forward-starting interest rate swap contract as it issued C\$300,000 10-year senior unsecured notes with an interest rate of 4.60%.

In September 2019, the Company entered into a forward-starting interest rate swap in order to reduce the interest rate risk related to the quarterly interest payments between July 1, 2024 and July 1, 2029 on the subordinated unsecured notes (note 7). The Company designated the entire notional amount of the three pay-variable and receive-fixed interest rate swaps as a hedge of the future quarterly variable-rate interest payments associated with the subordinated unsecured notes.

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*(in thousands of U.S. dollars, except as noted and per share amounts)***21. Financial instruments (continued)**

(b) Derivative instruments (continued)

(ii) Cash flow hedges (continued)

The following table summarizes OCI attributable to derivative financial instruments designated as a cash flow hedge:

	Three months ended March 31	
	2020	2019
Effective portion of cash flow hedge	\$ (10,805)	\$ 3,645
Amortization of cash flow hedge	(8)	(8)
Amounts reclassified from AOCI	(3,275)	(2,174)
OCI attributable to shareholders of APUC	\$ (14,088)	\$ 1,463

The Company expects \$8,793 and \$982 of unrealized gains currently in AOCI to be reclassified, net of taxes into non-regulated energy sales and interest expense, respectively, within the next 12 months, as the underlying hedged transactions settle.

(iii) Foreign exchange hedge of net investment in foreign operation

The functional currency of most of APUC's operations is the U.S. dollar. Effective January 1, 2020, the functional currency of APUC, the non-consolidated parent entity, changed from the Canadian dollar to the U.S. dollar based on a balance of facts, taking into consideration its operating, financing and investing activities. As a result of that entity's change of functional currency, changes were made to certain hedging relationships to mitigate the remaining Canadian dollar risk.

The Company designates obligations denominated in Canadian dollars as a hedge of the foreign currency exposure of its net investment in its Canadian investments and subsidiaries. The related foreign currency transaction gain or loss designated as, and effective as, a hedge of the net investment in a foreign operation are reported in the same manner as the translation adjustment (in OCI) related to the net investment. A foreign currency gain of \$1,463 for the three months ended March 31, 2020 was recorded in OCI.

On May 23, 2019, the Company entered into a cross-currency swap, coterminous with the subordinated unsecured notes to effectively convert the \$350,000 U.S. dollar denominated offering into Canadian dollars. The change in the carrying amount of the notes due to changes in spot exchange rates is recognized each period in the consolidated statements of operations as loss (gain) on foreign exchange. The Company designated the entire notional amount of the cross-currency fixed-for-fixed interest rate swap as a hedge of the foreign currency exposure related to cash flows for the interest and principal repayments on the notes. Upon the change in functional currency of APUC to the U.S. dollar on January 1, 2020, this hedge was dedesignated. The OCI related to this hedge will be amortized into earnings in the period that future interest payments affect earnings over the remaining life of the original hedge. The Company redesignated this swap as a hedge of APUC's net investment in its Canadian subsidiaries. The related foreign currency transaction gain or loss designated as a hedge of the net investment in a foreign operation are reported in the same manner as the translation adjustment (in OCI) related to the net investment. A foreign currency gain of \$34,835 for the three months ended March 31, 2020 was recorded in OCI.

Canadian operations

The Company is exposed to currency fluctuations from its Canadian-based operations. APUC manages this risk primarily through the use of natural hedges by using Canadian long-term debt to finance its Canadian operations and a combination of foreign exchange forward contracts and spot purchases.

The Company's Canadian operations are determined to have the Canadian dollar as their functional currency and are exposed to currency fluctuations from their U.S. dollar transactions. The Company designates obligations denominated in U.S. dollars as a hedge of the foreign currency exposure of its net investment in its U.S. investments and subsidiaries. The related foreign currency transaction gain or loss designated as, and effective as, a hedge of the net investment in a foreign operation are reported in the same manner as the translation adjustment (in OCI) related to the net investment. A foreign currency loss of \$4,604 for the three months ended March 31, 2020 (2019 - gain of \$14,408) was recorded in OCI.

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Notes to the Unaudited Interim Consolidated Financial Statements

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*(in thousands of U.S. dollars, except as noted and per share amounts)***21. Financial instruments (continued)**

(b) Derivative instruments (continued)

(iii) Foreign exchange hedge of net investment in foreign operation (continued)

The Company is party to C\$650,000 cross currency swaps to effectively convert Canadian dollar debentures (note 7) into U.S. dollars. The Company designated the entire notional amount of the cross-currency fixed-for-fixed interest rate swap and related short-term U.S. dollar payables created by the monthly accruals of the swap settlement as a hedge of the foreign currency exposure of its net investment in the Renewable Energy Group's U.S. operations. The gain or loss related to the fair value changes of the swap and the related foreign currency gains and losses on the U.S. dollar accruals that are designated as, and are effective as, a hedge of the net investment in a foreign operation are reported in the same manner as the translation adjustment (in OCI) related to the net investment. A loss of \$43,832 (2019 - gain of \$16,840) was recorded in OCI in 2020.

(iv) Other derivatives

Derivative financial instruments are used to manage certain exposures to fluctuations in exchange rates, interest rates and commodity prices. The Company does not enter into derivative financial agreements for speculative purposes.

For derivatives that are not designated as hedges, the changes in the fair value are immediately recognized in earnings. The effects on the unaudited interim consolidated statements of operations of derivative financial instruments not designated as hedges consist of the following:

	Three months ended March 31	
	2020	2019
Change in unrealized loss (gain) on derivative financial instruments:		
Energy derivative contracts	\$ 178	\$ —
Currency forward contract	—	(562)
Total change in unrealized loss (gain) on derivative financial instruments	\$ 178	\$ (562)
Realized loss (gain) on derivative financial instruments:		
Energy derivative contracts	(132)	(207)
Currency forward contract	—	285
Total realized loss (gain) on derivative financial instruments	\$ (132)	\$ 78
Loss (gain) on derivative financial instruments not accounted for as hedges	46	(484)
Other	11	11
	\$ 57	\$ (473)
Amounts recognized in the unaudited interim consolidated statements of operations consist of:		
Loss (gain) on derivative financial instruments	\$ 57	\$ (196)
Gain on foreign exchange	—	(277)
	\$ 57	\$ (473)

(c) Risk management

In the normal course of business, the Company is exposed to financial risks that potentially impact its operating results. The Company employs risk management strategies with a view to mitigate these risks to the extent possible on a cost effective basis.

22. Comparative figures

Certain of the comparative figures have been reclassified to conform to the financial statement presentation adopted in the current period.

Notes

Corporate Information

Directors

Kenneth Moore

Chair of the Board

Managing Partner,
NewPoint Capital Partners Inc.

Chris Jarratt

Vice Chair,
Algonquin Power & Utilities Corp.

Ian Robertson

Chief Executive Officer,
Algonquin Power & Utilities Corp.

Christopher Ball

Executive Vice President,
Corpfinance International Ltd.

D. Randy Laney

Former Chairman of the Board
The Empire District Electric Company

Masheed Said

Former Executive Vice President
and Chief Operating Officer,
U.S. Transmission,
National Grid USA

Dilek Samil

Former Executive Vice President
and Chief Operating Officer,
NV Energy

Melissa Stapleton Barnes

Senior VP, Enterprise Risk Management
Chief Ethics and Compliance Officer,
Eli Lilly and Company

George Steeves

Principal,
True North Energy

Chris Huskison

Former President and CEO,
Emera Inc.

The Management Group

Ian Robertson

Chief Executive Officer

Chris Jarratt

Vice Chair

David Bronicheski

Chief Financial Officer

Arun Banksota

President

Johnny Johnston

Chief Operating Officer

Jeff Norman

Chief Development Officer

Mary Ellen Paravalos

Chief Compliance and Risk Officer

Kirsten Olsen

Chief Human Resources Officer

Jennifer Tindale

Chief Legal Officer

George Trisic

Chief Governance Officer
and Corporate Secretary

Head Office

354 Davis Road
Oakville, Ontario
L6J 2X1

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Toronto, Ontario
M5C 2V6

U.S. Transfer Agent

AST American Stock Transfer & Trust Company, LLC

6201 15th Avenue
Brooklyn, New York 11219

Auditors

Ernst & Young, LLP

Toronto, Ontario

Stock Exchange

The Toronto Stock Exchange:

AQN, AQN.PRA, AQN.PR.D

The New York Stock Exchange:

AQN, AQNA, AQNB



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