



Management Discussion & Analysis

Management of Algonquin Power & Utilities Corp. (“AQN” or the “Company” or the “Corporation”) has prepared the following discussion and analysis to provide information to assist its securityholders’ understanding of the financial results for the three months ended March 31, 2023. This Management Discussion & Analysis (“MD&A”) should be read in conjunction with AQN’s unaudited interim consolidated financial statements for the three months ended March 31, 2023 and 2022. This MD&A should also be read in conjunction with AQN’s annual consolidated financial statements for the years ended December 31, 2022 and 2021. This material is available on SEDAR at www.sedar.com, on EDGAR at www.sec.gov/edgar, and on the AQN website at www.AlgonquinPowerandUtilities.com. Additional information about AQN, 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, 2023 and 2022 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.

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

Unless noted otherwise, this MD&A is based on information available to management as of May 11, 2023.

Contents

Caution Concerning Forward-Looking Statements and Forward-Looking Information.....	2
Caution Concerning Non-GAAP Measures	4
Overview and Business Strategy	6
Significant Updates	9
2023 First Quarter Results From Operations	10
2023 First Quarter Net Earnings Summary	12
2023 First Quarter Adjusted EBITDA Summary	13
Regulated Services Group	14
Renewable Energy Group	22
AQN: Corporate and Other Expenses	26
Non-GAAP Financial Measures	27
Summary of Property, Plant and Equipment Expenditures	29
Liquidity and Capital Reserves	31
Share-Based Compensation Plans	35
Related Party Transactions	36
Enterprise Risk Management	36
Quarterly Financial Information	41
Disclosure Controls and Procedures	42
Critical Accounting Estimates and Policies	42

Caution Concerning 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 and territories 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 "aims", "anticipates", "believes", "budget", "could", "estimates", "expects", "forecasts", "intends", "may", "might", "plans", "projects", "schedule", "should", "will", "would", "seeks", "strives", "targets" (and grammatical variations of such terms) 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, earnings and results of operations; the strategic review of the Renewable Energy Group and the aims thereof; liquidity, capital resources and operational requirements; sources of funding, including adequacy and availability of credit facilities, cash flows from operations, capital markets financing, and asset recycling or asset sales initiatives; expectations regarding the use of proceeds from financings; ongoing and planned acquisitions, dispositions, projects, initiatives or other transactions, including expectations regarding timing, costs, proceeds, financing, results, ownership structures, regulatory matters, in-service dates and completion dates; financing plans, including the Company's expectation that it will not undertake any new common equity financing through the end of 2024; expectations regarding future macroeconomic conditions; 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, filings, appeals and approvals, including rate reviews, and the timing, impacts and outcomes thereof; expected future generation, capacity and production of the Company's energy facilities; expectations regarding future capital investments, including expected timing, investment plans, sources of funds and impacts; expectations regarding the outcome of legal claims and disputes; strategy and goals; dividends to shareholders, including expectations regarding the sustainability thereof and the Company's ability to achieve its targeted annual dividend payout ratio; expectations regarding future "greening the fleet" initiatives; credit ratings and equity credit from rating agencies; expectations regarding debt repayment and refinancing; the future impact on the Company of actual or proposed laws, regulations and rules; the expected impact of changes in customer usage on the Regulated Services Group's revenue; accounting estimates; interest rates, including the anticipated effect of an increase thereof; the implementation of new technology systems and infrastructure, including the expected timing thereof; financing costs; and currency exchange rates. All forward-looking information is given pursuant to the "safe harbour" 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 (including tax equity financing and self-monetization transactions for U.S. federal tax credits) 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 interest rate increases or significant currency exchange rate fluctuations; the absence of significant operational, financial or supply chain disruptions or liability, including relating to import controls and tariffs; 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 or 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 such acquisitions; the absence of capital project or financing cost overruns; sufficient liquidity and capital resources; the continuation of long term 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, political conditions, public policies and directions by governments materially negatively affecting the Corporation; the ability to obtain and maintain licenses and permits; maintenance of adequate insurance coverage; the absence of material fluctuations 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; the successful implementation of new information technology systems and infrastructure; favourable relations with external stakeholders; favourable labour relations; that the Corporation will be able to successfully integrate newly acquired entities, and the absence of any material adverse changes to such entities prior to closing; the absence of undisclosed liabilities of entities being acquired; that such entities will maintain constructive regulatory relationships with applicable regulatory authorities; the ability of the Corporation to retain key personnel of acquired entities and the value of such employees; no adverse developments in the business and affairs of the sellers during the period when transitional services are provided to the Corporation in connection with any acquisition; the ability of the Corporation to satisfy its liabilities and meet its debt service obligations following completion of any acquisition; and the ability of the Corporation to successfully execute future "greening the fleet" initiatives.

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 or market conditions; changes in customer energy usage patterns and energy demand; reductions in the liquidity of energy markets; global climate change; the incurrence of environmental liabilities; natural disasters, diseases, pandemics, public health emergencies and other force majeure events; critical equipment breakdown or failure; supply chain disruptions; the imposition of import controls or tariffs; the failure of information technology infrastructure and other cybersecurity measures to protect against data, privacy and cybersecurity breaches; failure to successfully implement, and cost overruns and delays in connection with, new information technology systems and infrastructure; physical security breach; 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, natural 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; terrorist attacks; fluctuations in commodity and energy 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; inflation; increases and fluctuations in interest rates and failure to manage exposure to credit and financial instrument risk; currency exchange rate fluctuations; restricted financial flexibility due to covenants in existing credit agreements; an inability to refinance maturing debt on favourable 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 tax credits; 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 in, or failure to comply with, applicable laws and regulations; failure of compliance programs; failure to identify attractive acquisition or development candidates necessary to pursue the Corporation's growth strategy; failure to dispose of assets (at all or at a competitive price) to fund the Company's operations and growth plans; delays and cost overruns in the design and construction of projects; loss of key customers; failure to complete or realize the anticipated benefits of acquisitions or joint ventures; Atlantica (as defined herein) or a third party joint venture partner 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 Corporation's other securities; the severity and duration of the COVID-19 pandemic, including the potential resurgence of COVID-19 and/or new strains of COVID-19, and collateral consequences thereof, including the disruption of economic activity, volatility in capital and credit markets and legislative and regulatory responses; impact of significant demands placed on the Corporation as a result of pending acquisitions or growth strategies; potential undisclosed liabilities of any entities being acquired by the Corporation; uncertainty regarding the length of time required to complete pending acquisitions; the failure to implement the Corporation's strategic objectives or achieve expected benefits relating to acquisitions; indebtedness of any entity being acquired by the Corporation; unanticipated expenses and/or cash payments as a result of change of control and/or termination for convenience provisions in purchase or sale agreements; and the reliance on third parties for certain transitional services following the completion of an acquisition. 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 MD&A for the three and twelve months ended December 31, 2022 (the "Annual MD&A"), and under the heading Enterprise Risk Factors in the Corporation's most recent AIF.

Forward-looking information contained herein (including any financial outlook) is provided for the purposes of assisting the reader in understanding the Corporation and its business, operations, risks, financial performance, financial position and cash flows as at and for the periods indicated and to present information about management's current expectations and plans relating to the future, and the reader is cautioned that such information may not be appropriate for other purposes. 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 applicable law. All forward-looking information contained herein is qualified by these cautionary statements.

Caution Concerning Non-GAAP Measures

AQN uses a number of financial measures to assess the performance of its business lines. Some measures are calculated in accordance with U.S. GAAP, while other measures do not have a standardized meaning under U.S. GAAP. These non-GAAP measures include non-GAAP financial measures and non-GAAP ratios, each as defined in Canadian National Instrument 52-112 *Non-GAAP and Other Financial Measures Disclosure*. AQN'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.

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", which are used throughout this MD&A, are non-GAAP financial measures. An explanation of each of these non-GAAP financial measures is set out below and a reconciliation to the most directly comparable U.S. GAAP measure, in each case, can be found in this MD&A. In addition, "Adjusted Net Earnings" is presented throughout this MD&A on a per common share basis. Adjusted Net Earnings per common share is a non-GAAP ratio and is calculated by dividing Adjusted Net Earnings by the weighted average number of common shares outstanding during the applicable period.

AQN does not provide reconciliations for forward-looking non-GAAP financial measures as AQN is unable to provide a meaningful or accurate calculation or estimation of reconciling items and the information is not available without unreasonable effort. This is due to the inherent difficulty of forecasting the timing or amount of various events that have not yet occurred, are out of AQN's control and/or cannot be reasonably predicted, and that would impact the most directly comparable forward-looking U.S. GAAP financial measure. For these same reasons, AQN is unable to address the probable significance of the unavailable information. Forward-looking non-GAAP financial measures may vary materially from the corresponding U.S. GAAP financial measures.

The compositions of Adjusted EBITDA, Adjusted Net Earnings, Adjusted Funds from Operations, and Divisional Operating Profit have been changed from those previously disclosed in the Annual MD&A to exclude gains and losses on disposition of assets. This change was made as gains and losses on disposition of assets are no longer used by management to evaluate the operating performance of the Company. Comparative figures for these metrics have been adjusted for the new compositions.

Adjusted EBITDA

Adjusted EBITDA is a non-GAAP financial measure used by many investors to compare companies on the basis of ability to generate cash from operations. AQN uses these calculations to monitor the amount of cash generated by AQN. AQN uses Adjusted EBITDA to assess the operating performance of AQN without the effects of (as applicable): depreciation and amortization expense, income tax expense or recoveries, acquisition and transition costs, certain 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 exclusive of 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), non-service pension and post-employment costs, cost related to tax equity financing, costs related to management succession and executive retirement, costs related to prior period adjustments due to changes in tax law, costs related to condemnation proceedings, gain or loss on foreign exchange, earnings or loss from discontinued operations, changes in value of investments carried at fair value, gains and losses on disposition of assets, and other typically non-recurring or unusual items. AQN 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. AQN believes that presentation of this measure will enhance an investor's understanding of AQN'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. For a reconciliation of Adjusted EBITDA to net earnings, see *Non-GAAP Financial Measures* starting on page 27 of this MD&A.

Adjusted Net Earnings

Adjusted Net Earnings is a non-GAAP financial 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 certain litigation expenses that are viewed as not directly related to a company's operating performance. AQN 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 and transition costs, one-time costs of arranging tax equity financing, certain litigation expenses and write down of intangibles and property, plant and equipment, earnings or loss from discontinued operations, unrealized mark-to-market revaluation impacts, costs related to management succession and executive retirement, costs related to prior period adjustments due to changes in tax law, costs related to condemnation proceedings, changes in value of investments carried at fair value, gains and losses on disposition of assets, and other typically non-recurring or unusual items as these are not reflective of the performance of the underlying business of AQN. AQN 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. For a reconciliation of Adjusted Net Earnings to net earnings, see *Non-GAAP Financial Measures* starting on page 28 of this MD&A.

Adjusted Funds from Operations

Adjusted Funds from Operations is a non-GAAP financial measure used by investors to compare cash provided by 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. AQN uses Adjusted Funds from Operations to assess its performance without the effects of (as applicable): changes in working capital balances, acquisition and transition costs, certain litigation expenses, cash provided by or used in discontinued operations, cash provided by disposition of assets 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 AQN. AQN 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 provided by operating activities as determined in accordance with U.S. GAAP, and can be impacted positively or negatively by these items. For a reconciliation of Adjusted Funds from Operations to cash provided by operating activities, see *Non-GAAP Financial Measures* starting on page 29 of this MD&A.

Net Energy Sales

Net Energy Sales is a non-GAAP financial 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. AQN 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. AQN believes that analysis and presentation of Net Energy Sales on this basis will enhance an investor's understanding of the revenue generation of the Renewable Energy Group. It is not intended to be representative of revenue as determined in accordance with U.S. GAAP. For a reconciliation of Net Energy Sales to revenue, see *Renewable Energy Group - 2023 First Quarter Renewable Energy Group Operating Results* on page 24 of this MD&A.

Net Utility Sales

Net Utility Sales is a non-GAAP financial measure used by investors to identify utility revenue after commodity costs, either water, natural gas or electricity, where these commodity costs are generally included as a pass through in rates to its utility customers. AQN 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. AQN believes that analysis and presentation of Net Utility Sales on this basis will enhance an investor's understanding of the revenue generation of the Regulated Services Group. It is not intended to be representative of revenue as determined in accordance with U.S. GAAP. For a reconciliation of Net Utility Sales to revenue, see *Regulated Services Group - 2023 First Quarter Regulated Services Group Operating Results* on page 17 of this MD&A.

Divisional Operating Profit

Divisional Operating Profit is a non-GAAP financial measure. AQN 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, certain 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 (excluding the sale of assets in the course of normal operations), non-service pension and post-employment costs, gains and losses on disposition of assets, and other typically non-recurring or unusual items. AQN 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 HLBV income. AQN believes that presentation of this measure will enhance an investor's understanding of AQN'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, and can be impacted positively or negatively by these items. For a reconciliation of Divisional Operating Profit to revenue for AQN's main business units, see *Regulated Services Group - 2023 First Quarter Regulated Services Group Operating Results* on page 17 and *Renewable Energy Group - 2023 First Quarter Renewable Energy Group Operating Results* on page 24 of this MD&A.

Overview and Business Strategy

AQN is incorporated under the Canada Business Corporations Act. AQN owns and operates a diversified portfolio of regulated and non-regulated generation, distribution, and transmission assets which are expected to deliver predictable earnings and cash flows. Through its activities, the Company aims to drive growth in earnings and cash flows to support a sustainable dividend and share price appreciation. AQN 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.

AQN's current quarterly dividend to shareholders is \$0.1085 per common share, or \$0.4340 per common share on an annualized basis. AQN believes that, on a long-term basis, its targeted annual dividend payout will allow for both a return on investment for shareholders and retention of cash within AQN to partially fund growth opportunities. Changes in the level of dividends paid by AQN are at the discretion of AQN's Board of Directors (the "Board"), with dividend levels being reviewed periodically by the Board in the context of AQN's financial performance and growth prospects.

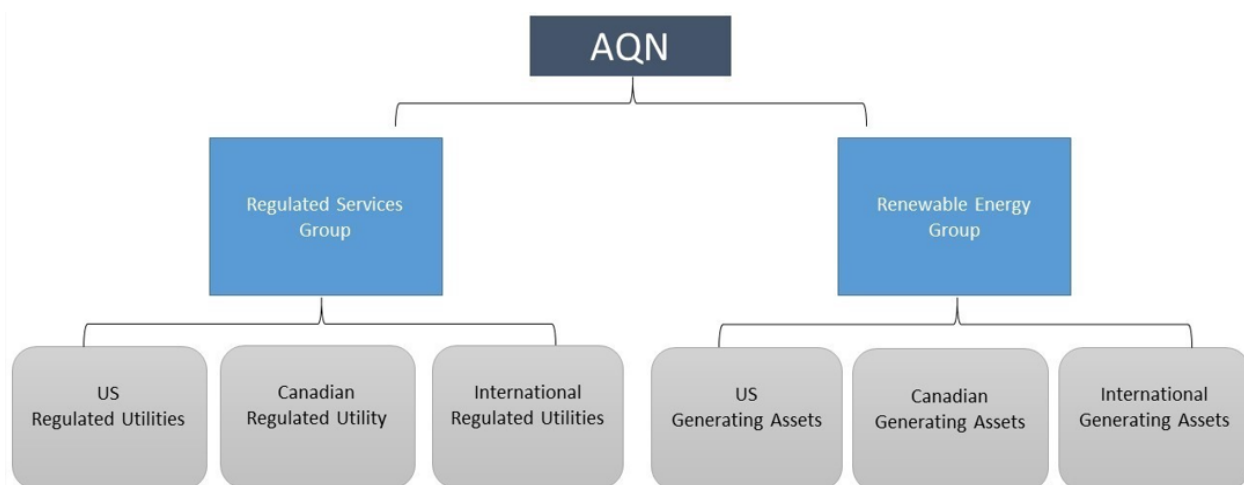
AQN's operations are organized across two primary business units consisting of: the Regulated Services Group, which primarily owns and operates a portfolio of regulated assets in the United States, Canada, Bermuda and Chile; and the Renewable Energy Group, which primarily operates a diversified portfolio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

AQN 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 ratings.¹ The business mix target may from time to time require AQN 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 business development activities for both business units, primarily in North America, working to identify, develop, acquire, invest in, or divest of renewable energy facilities, regulated utilities and other complementary infrastructure projects.

Summary Structure of the Business

The following chart depicts, in summary form, AQN's key businesses. A more detailed description of AQN'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 Annual MD&A*.

Regulated Services Group

The Regulated Services Group operates a diversified portfolio of regulated utility systems located in the United States, Canada, Bermuda and Chile serving approximately 1,256,000 customer connections as at March 31, 2023 (using an average of 2.5 customers per connection, this translates into approximately 3,140,000 customers). The Regulated Services Group seeks to provide safe, high quality, and reliable services to its customers and to deliver stable and predictable earnings to AQN. In addition to encouraging and supporting organic growth within its service territories, the Regulated Services Group may seek to deliver long-term growth through accretive acquisitions of additional utility systems and pursuing "greening the fleet" opportunities.

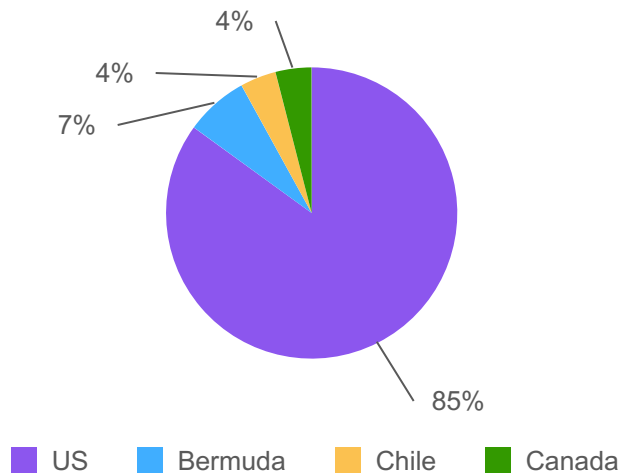
The Regulated Services Group's regulated electrical distribution utility systems and related generation assets are located in the U.S. States of California, New Hampshire, Missouri, Kansas, Oklahoma, and Arkansas, as well as in Bermuda, which together served approximately 308,000 electric customer connections as at March 31, 2023. The group also owns and operates generating assets with a gross capacity of approximately 2.0 GW and has investments in generating assets with approximately 0.3 GW of net generation capacity.

The Regulated Services Group's regulated water distribution and wastewater collection utility systems are located in the U.S. States of Arizona, Arkansas, California, Illinois, Missouri, New York, and Texas as well as in Chile which together served approximately 573,000 customer connections as at March 31, 2023.

The Regulated Services Group's regulated natural gas distribution utility systems are located in the U.S. States of Georgia, Illinois, Iowa, Massachusetts, New Hampshire, Missouri, and New York, and in the Canadian Province of New Brunswick, which together served approximately 375,000 natural gas customer connections as at March 31, 2023.

Below is a breakdown of the Regulated Services Group's Revenue by geographic area for the three months ended March 31, 2023.

Regulated Revenue by Geographic Area



Renewable Energy Group

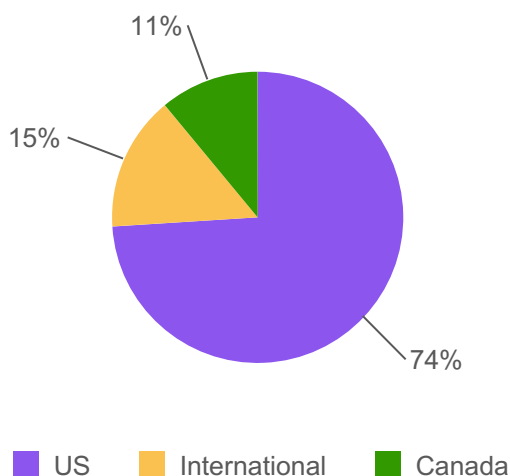
The Renewable Energy Group generates and sells electrical energy produced by its diverse portfolio of renewable power generation and clean power generation facilities primarily located across the United States and Canada. The Renewable Energy Group seeks to deliver growth through new power generation projects and complementary projects, such as energy storage.

The Renewable Energy Group operates, and directly owns interests in hydroelectric, wind, solar, renewable natural gas ("RNG") and thermal facilities with a combined gross generating capacity of approximately 2.7 GW and a net generating capacity (attributable to the Renewable Energy Group) of approximately 2.4 GW. Approximately 82% of the electrical output is sold pursuant to long term contractual arrangements which as of March 31, 2023 had a production-weighted average remaining contract life of approximately 10 years.

In addition to the assets that the Renewable Energy Group operates, the Renewable Energy Group has investments in generating assets with approximately 1.4 GW of net generating capacity, which includes the Company's 51% interest in the Texas Coastal Wind Facilities (as defined herein) and approximately 42% interest in Atlantica Sustainable Infrastructure 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 weighted average remaining contract life of approximately 14 years as of March 31, 2023.

Below is a breakdown of the Renewable Energy Group's generating capacity by geographic area as of March 31, 2023, which was comprised of net generating capacity of facilities owned and operated and net generating capacity of investments, including the Company's 51% interest in the Texas Coastal Wind Facilities and approximately 42% interest in Atlantica.

Renewable Generation by Geographic Area



Significant Updates

Operating Results

AQN 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		
	2023	2022	Change
Net earnings attributable to shareholders	\$270.1	\$91.0	197%
Adjusted Net Earnings ¹	\$119.9	\$141.2	(15)%
Adjusted EBITDA ¹	\$341.0	\$330.5	3%
Net earnings per common share	\$0.39	\$0.13	200%
Adjusted Net Earnings per common share ¹	\$0.17	\$0.21	(19)%

¹ See *Caution Concerning Non-GAAP Measures*.

Strategic Review of Renewable Energy Group

On May 11, 2023, the Company announced that the Board has initiated a strategic review of the Renewable Energy Group with the aim of enhancing shareholder value. To oversee the strategic review process, the Board has formed a Strategic Review Committee, comprised of directors Chris Huskison (Chair), Ameer Chande and Dan Goldberg.

Termination of Acquisition of Kentucky Power Company and AEP Kentucky Transmission Company, Inc.

On April 17, 2023, Liberty Utilities Co. ("Liberty Utilities"), an indirect subsidiary of AQN, mutually agreed with American Electric Power Company, Inc. and AEP Transmission Company, LLC to terminate the stock purchase agreement regarding the acquisition of Kentucky Power Company and AEP Kentucky Transmission Company, Inc. (the "Kentucky Power Transaction Termination").

Completion of the Deerfield II Wind Project

On March 23, 2023, the Renewable Energy Group achieved full commercial operations ("COD") at the 112 MW Deerfield II Wind Facility, located in Huron County, Michigan. The Deerfield II Wind Facility has agreed to sell all of its output to Siculus, Inc., a subsidiary of Meta, pursuant to a renewable energy purchase agreement.

California Rate Cases

During March and April 2023, the Regulated Services Group received final rate case orders at its Apple Valley Water, Park Water and CalPeco Electric systems, with aggregate annual revenue increases of \$29.6 million including approximately \$9.7 million due to increases in rate base. A one-time net earnings benefit of approximately \$3.7 million from the retroactive impact of the orders was recorded in the first quarter of 2023, with a further \$11.4 million expected in the second quarter of 2023.

2023 First Quarter Results From Operations

Key Financial Information

(all dollar amounts in \$ millions except per share information)	Three months ended March 31	
	2023	2022
Revenue	\$ 778.6	\$ 733.2
Net earnings attributable to shareholders	270.1	91.0
Cash provided by operating activities	34.2	166.2
Adjusted Net Earnings ¹	119.9	141.2
Adjusted EBITDA ¹	341.0	330.5
Adjusted Funds from Operations ¹	210.9	220.2
Dividends declared to common shareholders	75.4	115.6
Weighted average number of common shares outstanding	687,693,510	673,742,425
Per share		
Basic net earnings	\$ 0.39	\$ 0.13
Diluted net earnings	\$ 0.39	\$ 0.13
Adjusted Net Earnings ¹	\$ 0.17	\$ 0.21
Dividends declared to common shareholders	\$ 0.11	\$ 0.17

¹ See *Caution Concerning Non-GAAP Measures*.

For the three months ended March 31, 2023, AQN reported basic net earnings per common share of \$0.39 as compared to basic net earnings per common share of \$0.13 during the same period in 2022, an increase of \$0.26. This gain was primarily driven by the change in value of investments carried at fair value of \$219.9 million primarily related to the Company's investment in Atlantica.

For the three months ended March 31, 2023, AQN reported Adjusted Net Earnings per common share of \$0.17 as compared to \$0.21 per common share during the same period in 2022, a decrease of \$0.04 (see *Caution Concerning Non-GAAP Measures*). Adjusted Net Earnings decreased by \$21.3 million year over year. The Company grew year over year Adjusted EBITDA by \$10.5 million (see *Caution Concerning Non-GAAP Measures*), driven by growth in the Regulated Services Group's operating profit as a result of new rates at a number of the Company's utilities. This growth was partially offset by lower HLBV income in the Renewable Energy Group primarily as a result of the end of the production tax credit ("PTC") eligibility on projects commissioned in 2012, and increased interest of \$24.0 million, driven by higher interest rates as well as increased borrowings to support growth initiatives.

For the three months ended March 31, 2023, AQN experienced an average exchange rate of Canadian to U.S. dollars of approximately 0.7398 as compared to 0.7897 in the same period in 2022, and an average exchange rate of Chilean pesos to U.S. dollars of approximately 0.0012 for the three months ended March 31, 2023 as compared to 0.0012 for the same period in 2022. As such, any year over year variance in revenue or expenses, in local currency, at any of AQN's Canadian and Chilean entities is affected by a change in the average exchange rate upon conversion to AQN's reporting currency.

For the three months ended March 31, 2023, AQN reported total revenue of \$778.6 million as compared to \$733.2 million during the same period in 2022, an increase of \$45.4 million or 6.2%. The major factors impacting AQN's revenue in the three months ended March 31, 2023 as compared to the same period in 2022 are as follows:

(all dollar amounts in \$ millions)	Three months ended March 31
Comparative Prior Period Revenue	\$ 733.2
REGULATED SERVICES GROUP	
Existing Facilities	
Electricity: Increase is primarily due to higher pass through commodity costs.	21.6
Natural Gas: Increase is primarily due to higher pass through commodity costs.	4.7
Water: Increase is primarily due to the inflationary rate increase mechanism at the ESSAL Water System and organic growth at the Litchfield Park Water System.	4.7
Other:	0.2
	31.2
Rate Reviews	
Electricity: Increase is due to implementation of new rates at the Empire, Bermuda and Granite State Electric Systems.	12.4
Natural Gas: Increase is primarily due to implementation of new rates at the EnergyNorth, Peach State, Empire and New Brunswick Gas Systems.	2.4
Water: Increase is due to the implementation of new rates at the Park Water System with one-time revenues from a recoupment to the third quarter of 2022.	4.6
	19.4
RENEWABLE ENERGY GROUP	
Existing Facilities	
Hydro: Decrease is primarily driven by lower retail sales in the Maritimes Region partially offset by higher production across all Canadian hydro facilities.	(1.0)
Wind CA: Decrease is primarily due to lower production across all Canadian wind facilities.	(2.3)
Wind U.S.: Increase is primarily due to higher energy capture prices at the Maverick Creek and Senate Wind Facilities.	4.2
Solar: Decrease is primarily driven by lower renewable energy certificate ("REC") revenue at the Great Bay Solar I and Great Bay Solar II Solar Facilities.	(1.3)
Thermal: Decrease is primarily driven by unfavourable energy market pricing and REC revenue at the Windsor Locks Thermal Facility along with lower production at the Sanger Thermal Facility.	(3.5)
Other: Decrease is due to lower portfolio optimization revenue at the Texas Coastal Wind Facilities.	(0.9)
	(4.8)
New Facilities	
Other: Increase is primarily driven by the Blue Hill Wind Facility (achieved COD in April 2022).	1.4
	1.4
Foreign Exchange	(1.8)
Current Period Revenue	\$ 778.6

2023 First Quarter Net Earnings Summary

Net earnings attributable to shareholders for the three months ended March 31, 2023 totaled \$270.1 million as compared to net earnings of \$91.0 million during the same period in 2022, an increase of \$179.1 million or 196.8%. The following table outlines the changes to net earnings attributable to shareholders for the three months ended March 31, 2023 as compared to the same period in 2022. A more detailed analysis of these factors can be found under *AQN: Corporate and Other Expenses*.

Change in Net Earnings attributable to shareholders	Three months ended March 31 2023	
<i>(all dollar amounts in \$ millions)</i>		
Net earnings attributable to shareholders - Prior Period Balance	\$	91.0
Adjusted EBITDA ¹		10.5
Net earnings attributable to the non-controlling interest, exclusive of HLBV		(10.3)
Income tax expense		(15.2)
Interest expense		(24.0)
Other net losses		1.2
Unrealized loss on energy derivatives included in revenue		0.6
Pension and post-employment non-service costs		(2.4)
Change in value of investments carried at fair value		219.9
Gain on derivative financial instruments		1.5
Foreign exchange		(1.1)
Depreciation and amortization		(1.6)
Net earnings attributable to shareholders - Current Period Balance	\$	270.1
Change in Net Earnings (\$)	\$	179.1
Change in Net Earnings (%)		196.8 %

¹ See *Caution Concerning Non-GAAP Measures*.

During the three months ended March 31, 2023, cash provided by operating activities totaled \$34.2 million as compared to \$166.2 million during the same period in 2022, a decrease of \$132.0 million primarily as a result of changes in working capital items. During the three months ended March 31, 2023, Adjusted Funds from Operations totaled \$210.9 million as compared to Adjusted Funds from Operations of \$220.2 million during the same period in 2022, a decrease of \$9.3 million (see *Caution Concerning Non-GAAP Measures*).

During the three months ended March 31, 2023, Adjusted EBITDA totaled \$341.0 million as compared to \$330.5 million during the same period in 2022, an increase of \$10.5 million or 3.2% (see *Caution Concerning Non-GAAP Measures*). A more detailed analysis of this variance is presented within the reconciliation of Adjusted EBITDA to net earnings set out below under *Non-GAAP Financial Measures*.

2023 First Quarter Adjusted EBITDA Summary

Adjusted EBITDA (see *Caution Concerning Non-GAAP Measures*) for the three months ended March 31, 2023 totaled \$341.0 million as compared to \$330.5 million during the same period in 2022, an increase of \$10.5 million or 3.2%. The breakdown of Adjusted EBITDA by the Company's main operating segments and a summary of changes are shown below.

Adjusted EBITDA ¹ by segment (all dollar amounts in \$ millions)	Three months ended March 31	
	2023	2022
Divisional Operating Profit for Regulated Services Group ¹	\$ 255.3	\$ 231.2
Divisional Operating Profit for Renewable Energy Group ¹	106.5	117.9
Administration Expenses	(17.8)	(17.5)
Other Income & Expenses	(3.0)	(1.1)
Total AQN Adjusted EBITDA¹	\$ 341.0	\$ 330.5
Change in Adjusted EBITDA ¹ (\$)	\$ 10.5	
Change in Adjusted EBITDA ¹ (%)	3.2 %	

¹ See *Caution Concerning Non-GAAP Measures*.

Change in Adjusted EBITDA ¹ Breakdown (all dollar amounts in \$ millions)	Three months ended March 31, 2023			
	Regulated Services	Renewable Energy	Corporate	Total
Prior period balances	\$ 231.2	\$ 117.9	\$ (18.6)	\$ 330.5
Existing Facilities and Investments	5.0	(9.1)	(1.9)	(6.0)
New Facilities and Investments	—	(0.8)	—	(0.8)
Rate Reviews	19.4	—	—	19.4
Foreign Exchange Impact	(0.3)	(1.5)	—	(1.8)
Administration Expenses	—	—	(0.3)	(0.3)
Total change during the period	\$ 24.1	\$ (11.4)	\$ (2.2)	\$ 10.5
Current Period Balances	\$ 255.3	\$ 106.5	\$ (20.8)	\$ 341.0

¹ See *Caution Concerning Non-GAAP Measures*.

REGULATED SERVICES GROUP

The Regulated Services Group operates rate-regulated utilities that as of March 31, 2023 provided distribution services to approximately 1,256,000 customer connections in the electric, natural gas, and water and wastewater sectors which is an increase of approximately 14,000 customer connections as compared to March 31, 2022.

The Regulated Services Group seeks 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 customer connections in the communities in which it operates.

Utility System Type	As at March 31					
	2023			2022		
(all dollar amounts in \$ millions)	Assets	Net Utility Sales ¹	Total Customer Connections ²	Assets	Net Utility Sales ¹	Total Customer Connections ²
Electricity	4,832.6	190.1	308,000	4,774.6	181.5	307,000
Natural Gas	1,725.8	133.4	375,000	1,590.4	130.9	374,000
Water and Wastewater	1,760.9	83.6	573,000	1,405.7	75.8	561,000
Other	353.9	14.0		322.8	15.0	
Total	\$ 8,673.2	\$ 421.1	1,256,000	\$ 8,093.5	\$ 403.2	1,242,000

Accumulated Deferred Income Taxes Liability

\$ 715.9

\$ 627.5

¹ Net Utility Sales for the three months ended March 31, 2023 and 2022. See *Caution Concerning Non-GAAP Measures*.

² Total Customer Connections represents the sum of all active and vacant customer 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 served approximately 308,000 customer connections in the U.S. States of California, New Hampshire, Missouri, Kansas, Oklahoma and Arkansas and in Bermuda as at March 31, 2023.

The natural gas distribution systems are comprised of regulated natural gas distribution utility systems and served approximately 375,000 customer connections located in the U.S. States of New Hampshire, Illinois, Iowa, Missouri, Georgia, Massachusetts and New York and in the Canadian Province of New Brunswick as at March 31, 2023.

The water and wastewater distribution systems are comprised of regulated water distribution and wastewater collection utility systems and served approximately 573,000 customer connections located in the U.S. States of Arkansas, Arizona, California, Illinois, Missouri, New York, and Texas, and in Chile as at March 31, 2023.

2023 First Quarter Usage Results

Electric Distribution Systems

	Three months ended March 31	
	2023	2022
Average Active Electric Customer Connections For The Period		
Residential	262,400	261,500
Commercial and industrial	42,500	42,300
Total Average Active Electric Customer Connections For The Period	304,900	303,800
Customer Usage (GW-hrs)		
Residential	755.1	844.9
Commercial and industrial	923.4	915.9
Total Customer Usage (GW-hrs)	1,678.5	1,760.8

For the three months ended March 31, 2023, the electric distribution systems' usage totaled 1,678.5 GW-hrs as compared to 1,760.8 GW-hrs for the same period in 2022, a decrease of 82.3 GW-hrs or 4.7%. The decrease in electricity consumption is primarily due to warmer weather at the Empire Electric System.

Approximately 47% of the Regulated Services Group's electric distribution systems' revenues are not expected to be impacted by changes in customer usage, as they are subject to volumetric decoupling or represent fixed fee billings.

Natural Gas Distribution Systems

	Three months ended March 31	
	2023	2022
Average Active Natural Gas Customer Connections For The Period		
Residential	330,700	322,300
Commercial and industrial	41,100	39,100
Total Average Active Natural Gas Customer Connections For The Period	371,800	361,400
Customer Usage (MMBTU)		
Residential	10,031,000	11,143,000
Commercial and industrial	8,714,000	8,879,000
Total Customer Usage (MMBTU)	18,745,000	20,022,000

For the three months ended March 31, 2023, usage at the natural gas distribution systems totaled 18,745,000 MMBTU as compared to 20,022,000 MMBTU during the same period in 2022, a decrease of 1,277,000 MMBTU, or 6.4%. The decrease in customer usage was primarily due to warmer weather at the Mid-States Gas System and EnergyNorth Gas System.

Approximately 86% of the Regulated Services Group's gas distribution systems' revenues are not expected to be impacted by changes in customer usage, as they are subject to volumetric decoupling or represent fixed fee billings.

Water and Wastewater Distribution Systems

Three months ended March 31

	2023	2022
Average Active Customer Connections For The Period		
Wastewater customer connections	51,000	47,600
Water distribution customer connections	508,800	495,500
Total Average Active Customer Connections For The Period	559,800	543,100
Gallons Provided (millions of gallons)		
Wastewater treated	795	779
Water provided	8,507	8,618
Total Gallons Provided (millions of gallons)	9,302	9,397

For the three months ended March 31, 2023, the water and wastewater distribution systems provided approximately 8,507 million gallons of water to customers and treated approximately 795 million gallons of wastewater. This is compared to 8,618 million gallons of water provided and 779 million gallons of wastewater treated during the same period in 2022, a decrease in total gallons provided of 111 million or 1.3% and an increase in total gallons treated of 17 million or 2.2%. This decrease in water provided and the increase in water treated is primarily due to higher precipitation at the Park Water System.

Approximately 50% of the Regulated Services Group's water and wastewater distribution systems' revenues are not expected to be impacted by changes in customer usage, as they are subject to volumetric decoupling or represent fixed fee billings.

2023 First Quarter Regulated Services Group Operating Results

(all dollar amounts in \$ millions)	Three months ended March 31	
	2023	2022
Revenue		
Regulated electricity distribution	\$ 315.6	\$ 280.7
Less: Regulated electricity purchased	(125.5)	(99.2)
Net Utility Sales - electricity ¹	190.1	181.5
Regulated gas distribution	271.1	263.4
Less: Regulated gas purchased	(137.7)	(132.5)
Net Utility Sales - natural gas ¹	133.4	130.9
Regulated water reclamation and distribution	87.4	78.6
Less: Regulated water purchased	(3.8)	(2.8)
Net Utility Sales - water reclamation and distribution ¹	83.6	75.8
Other revenue ²	14.0	15.0
Net Utility Sales^{1,3}	421.1	403.2
Operating expenses	(187.4)	(184.4)
Other income	10.3	4.5
HLBV ⁴	11.3	7.9
Divisional Operating Profit^{1,5}	\$ 255.3	\$ 231.2

¹ See *Caution Concerning Non-GAAP Measures*.

² See *Note 18* in the unaudited interim consolidated financial statements.

³ This table contains a reconciliation of Net Utility Sales to revenue. The relevant sections of the table are derived from and should be read in conjunction with the unaudited consolidated statement of operations and *Note 18* in the unaudited interim consolidated financial statements, "Segmented Information". This supplementary disclosure is intended to more fully explain disclosures related to Net Utility Sales and provides additional information related to the operating performance of the Regulated Services Group. Investors are cautioned that Net Utility Sales should not be construed as an alternative to revenue.

⁴ HLBV income represents the value of net tax attributes monetized by the Regulated Services Group in the period at the Luning and Turquoise Solar Facilities and the Neosho Ridge, Kings Point and North Fork Ridge Wind Facilities (collectively the "Empire Wind Facilities").

⁵ This table contains a reconciliation of Divisional Operating Profit to revenue for the Regulated Services Group. The relevant sections of the table are derived from and should be read in conjunction with the unaudited consolidated statement of operations and *Note 18* in the unaudited interim consolidated financial statements, "Segmented Information". This supplementary disclosure is intended to more fully explain disclosures related to Divisional Operating Profit and provides additional information related to the operating performance of the Regulated Services Group. Investors are cautioned that Divisional Operating Profit should not be construed as an alternative to revenue.

2023 First Quarter Operating Results

For the three months ended March 31, 2023, the Regulated Services Group reported revenue of \$674.2 million (i.e., \$315.6 million of regulated electricity distribution, \$271.1 million of regulated gas distribution and \$87.4 million of regulated water reclamation and distribution) as compared to revenue of \$622.8 million in the comparable period in the prior year (i.e., \$280.7 million of regulated electricity distribution, \$263.4 million of regulated gas distribution and \$78.6 million of regulated water reclamation and distribution).

For the three months ended March 31, 2023, the Regulated Services Group reported a Divisional Operating Profit (excluding corporate administration expenses) of \$255.3 million as compared to \$231.2 million for the comparable period in the prior year (see *Caution Concerning Non-GAAP Measures*).

Highlights of the changes are summarized in the following table:

(all dollar amounts in \$ millions)	Three months ended March 31
Prior Period Divisional Operating Profit¹	\$ 231.2
Existing Facilities	
Electricity: Decrease is driven by lower wind revenues at the Empire Electric System.	(2.1)
Gas: Decrease is driven by higher operating costs across the majority of gas systems.	(1.1)
Water: Increase is primarily due to lower operating costs at the Park Water System.	2.3
Other: Increase is driven by higher interest income on regulatory asset accounts primarily at the Empire Electric System.	5.9
	5.0
Rate Reviews	
Electricity: Increase is due to implementation of new rates at the Empire, Bermuda and Granite State Electric Systems.	12.4
Gas: Increase is primarily due to the implementation of new rates at the EnergyNorth, Peach State, Empire and New Brunswick Gas Systems.	2.4
Water: Increase is due to the implementation of new rates at the Park Water System with one-time revenues from a recoupment to the third quarter of 2022.	4.6
	19.4
Foreign Exchange	(0.3)
Current Period Divisional Operating Profit¹	\$ 255.3

¹ See *Caution Concerning Non-GAAP Measures*.

Regulatory Proceedings

The following table summarizes the major regulatory proceedings currently underway or completed or effective in 2023 within the Regulated Services Group.

Utility	Jurisdiction	Regulatory Proceeding Type	Rate Request (millions)	Current Status
Completed Rate Reviews				
BELCO	Bermuda	General Rate Case ("GRC")	\$34.8	On September 30, 2021, BELCO filed its revenue allowance application in which it requested a \$34.8 million increase for 2022 and a \$6.1 million increase for 2023. On March 18, 2022, the Regulatory Authority ("RA") approved an annual increase of \$22.8 million, for a revenue allowance of \$224.1 million for 2022 and \$226.2 million for 2023. The RA authorized a 7.16% rate of return, comprised of a 62% equity and an 8.92% return on equity ("ROE"). In April 2022, BELCO filed an appeal in the Supreme Court of Bermuda challenging the decisions made by the RA through the recent Retail Tariff Review. A hearing on the appeal occurred in May 2023 and a judgment is expected mid-2023.
New Brunswick Gas	Canada	GRC	-\$3.9	On November 22, 2021, filed its 2022 general rate application for a revenue decrease based on the Energy & Utilities Board's decision authorizing a capital structure of 45% equity and an ROE of 8.5%. In January 2022, New Brunswick Gas appealed the Energy & Utilities Board's cost of capital decision. In May 2022, the Energy & Utilities Board issued a partial decision approving a decrease in annual revenues of \$1.0 million to become effective in July 2022. In June 2022, the Court of Appeal found in favour of New Brunswick Gas and remanded the cost of capital case back to the Energy & Utilities Board. On December 22, 2022 the Energy & Utilities Board issued a Final Order and approved an annual revenue increase of \$1.3 million based on an ROE of 9.8%. New rates became effective January 1, 2023.
Apple Valley Water System	California	GRC	\$2.9	On July 2, 2021, filed an application requesting revenue increases of \$2.9 million for 2022, \$2.1 million for 2023, and \$2.3 million for 2024 based on an ROE of 9.4% and on a 57% equity capital structure. The California Public Utilities Commission ("CPUC") Public Advocates Office issued its report in January 2022. Rebuttal testimony was filed in February 2022 and a hearing was held in March 2022. On February 3, 2023, the Commission issued a Final Order authorizing an annual revenue increase of \$1.5 million. New rates became effective in March 2023 retroactive to July 1, 2022.
Park Water System	California	GRC	\$5.5	On July 2, 2021, filed an application requesting revenue increases of \$5.5 million for 2022, \$1.8 million for 2023, and \$1.8 million for 2024 based on an ROE of 9.4% and on a 57% equity capital structure. CPUC Public Advocates Office issued its report in January 2022. Rebuttal testimony was filed in February 2022 and a hearing was held in March 2022. On February 3, 2023, the CPUC issued a Final Order authorizing an annual revenue increase of \$1.1 million. New rates became effective in March 2023 retroactive to July 1, 2022.

Utility	Jurisdiction	Regulatory Proceeding Type	Rate Request (millions)	Current Status
CalPeco Electric System	California	GRC	\$35.7	On May 28, 2021, filed an application requesting a revenue increase of \$35.7 million for 2022 based on an ROE of 10.5% and on a 54% equity capital structure. CPUC Public Advocates Office issued its report on February 23, 2022 and CalPeco filed its rebuttal testimony in March 2022. In May 2022, a settlement was reached resolving all issues except ROE. The CPUC issued a Final Order on April 27, 2023 authorizing an annual revenue increase of \$27.0 million. New rates will be effective in June 2023 retroactive to January 2022.
Various	Various	Various	\$0.1	On February 22, 2023, the Arizona Corporation Commission issued an Order approving the proposed consolidation of rates and tariffs for two wastewater utilities and new rates to be effective March 1, 2023.
Pending Rate Reviews				
St. Lawrence Gas	New York	GRC	\$4.1	On November 24, 2021, filed an application requesting a revenue increase of \$3.4 million based on an ROE of 10.5% and a capital structure of 50% equity. On January 31, 2022, filed a supplemental filing to update the requested revenue increase to \$4.1 million. New York State Department of Public Service staff filed testimony on June 3, 2022 recommending an increase of \$1.2 million in annual distribution revenues. St. Lawrence Gas filed rebuttal testimony on June 24, 2022 and updated request for an increase in distribution base revenues of \$3.6 million. Settlement discussions began in July 2022 and a decision is expected in the second quarter of 2023.
Pine Bluff Water	Arkansas	GRC	\$5.9	On September 30, 2022, filed an application seeking an increase in revenues of \$5.9 million based on an ROE of 10.5% and an equity ratio of 52% to be phased in over three years.
Empire Electric	Arkansas	GRC	\$7.3	On February 14, 2023, filed an application seeking an increase in revenues of \$7.3 million based on an ROE of 10.25% and an equity ratio of 56% to be phased in over three years.
New Brunswick Gas	Canada	GRC	-\$0.6	On March 3, 2023, filed a general rate application for a revenue decrease of \$0.6 based on the Energy & Utilities Board's recent decisions authorizing a capital structure of 45% equity and an ROE of 9.8%.
Granite State Electric	New Hampshire	GRC	\$15.5	On May 5, 2023, filed an application seeking a permanent increase in revenues of \$15.5 million and a temporary increase of \$6.7 million based on an ROE of 10.35% and an equity ratio of 55%.
New York Water	New York	GRC	\$39.7	On May 4, 2023, filed an application seeking an increase in revenues of \$39.7 million based on an ROE of 10% and an equity ratio of 50%.

Proceedings related to the Midwest Extreme Weather Event and the Retirement of Asbury

The February 2021 extreme winter storm conditions experienced in Texas and parts of the central U.S. (the "Midwest Extreme Weather Event") resulted in an extraordinary increase in costs incurred by Empire Electric for the purchase of fuel and power on behalf of its customers.

When Empire Electric filed its most recent Missouri rate case (the "Empire Rate Case") in May 2021, a request to recover the costs related to the Midwest Extreme Weather Event was included. In July 2021, Missouri House Bill 734 was signed into law, creating an option for utilities to finance the recovery of extraordinary weather event costs through securitization (the "Securitization Statute"). When it filed its surrebuttal testimony in January 2022, Empire Electric removed all costs related to the Midwest Extreme Weather Event from its rate request. Pursuant to the Securitization Statute, Empire Electric sought authorization for the issuance of approximately \$222 million in securitized utility tariff bonds associated with the Midwest Extreme Weather Event.

In addition, as part of its 2017 and 2019 Integrated Resource Plans ("IRPs"), Empire Electric analyzed the effects of retiring Asbury, a coal-fired generation unit that was constructed in 1970, and determined that doing so would generate significant savings to customers. Asbury was retired on March 1, 2020. On July 23, 2020, the Missouri Public Service Commission ("MPSC") issued an Administrative Accounting Order ("AAO") that directed Empire Electric to establish regulatory asset and liability accounts, beginning January 1, 2020, to reflect the impact of the closure of Asbury on operating and capital expenses in Missouri.

Empire Electric initially sought to recover its Asbury related revenues and expenses, along with the balance of the AAO, in the Empire Rate Case. Following the passage of the Securitization Statute, all Asbury related balances were removed from the Empire Rate Case and, on March 21, 2022, Empire Electric filed a petition to securitize the Asbury related balances pursuant to the Securitization Statute. Empire Electric sought authority to issue approximately \$141 million, in securitized utility tariff bonds for its Asbury costs, which include approximately \$21 million in Asset Retirement Obligations, which are estimates of costs that Empire Electric will recover from the Asbury retirement but which have not yet been incurred.

On April 27, 2022, the MPSC issued an order consolidating, for purposes of hearing, the cases regarding the quantum financeable through securitization for Asbury and the Midwest Extreme Weather Event, which hearing was held the week of June 13, 2022. On August 18, 2022, and September 22, 2022, the MPSC issued and amended, respectively, a Report and Order authorizing Empire Electric to securitize approximately \$290.4 million in qualified extraordinary costs (Midwest Extreme Weather Event), energy transition costs (Asbury) and upfront financing costs associated with the proposed securitization. The amounts authorized by the securitization order are generally consistent with the costs deferred by the Company in relation to these matters. Empire Electric filed a request for rehearing seeking reconsideration of the MPSC's denial of recovery of five percent of the Midwest Extreme Weather Event costs, its calculation of accumulated deferred income taxes, and the exclusion of certain carrying charges associated with the Asbury plant, among other issues. On October 12, 2022, the MPSC denied all rehearing motions. Empire Electric appealed to the Missouri Court of Appeals – Western District on November 10, 2022. The Office of Public Counsel also filed an appeal, but withdrew that appeal on February 28, 2023. Briefing of the case was completed in April 2023.

RENEWABLE ENERGY GROUP

2023 First Quarter Electricity Generation Performance

(Performance in GW-hrs sold)	Long Term Average Resource	Three months ended March 31	
		2023	2022
Hydro Facilities:			
Maritime Region	27.5	31.0	25.6
Quebec Region	56.0	63.6	56.9
Ontario Region	38.3	32.9	25.2
Western Region	9.6	8.0	9.0
	131.4	135.5	116.7
Canadian Wind Facilities:			
St. Damase	20.9	16.6	23.0
St. Leon	121.4	96.6	118.6
Red Lily ¹	23.2	21.4	26.7
Morse	30.5	26.2	32.1
Amherst	65.3	60.3	68.5
Blue Hill ²	188.2	152.2	62.5
EBR ³	19.8	17.2	18.9
	469.3	390.5	350.3
U.S. Wind Facilities:			
Sandy Ridge	47.1	36.2	42.7
Minonk	187.4	201.6	215.8
Senate	151.3	146.4	136.4
Shady Oaks	108.2	100.1	110.5
Odell	230.5	224.9	249.8
Deerfield ⁴	160.4	160.1	169.0
Sugar Creek ⁴	202.6	203.2	208.9
Maverick Creek ⁴	503.3	459.5	446.4
Deerfield II ⁵	9.0	7.2	—
	1,599.8	1,539.2	1,579.5
Solar Facilities:			
Cornwall	2.6	2.0	2.2
Bakersfield	12.9	9.9	12.3
Great Bay	46.7	44.0	40.3
Altavista	36.8	34.1	34.3
Croton	1.1	1.0	1.0
Dalewood ⁶	0.2	0.2	—
	100.3	91.2	90.1
Renewable Energy Performance	2,300.8	2,156.4	2,136.6
Thermal Facilities:			
Windsor Locks	N/A ⁷	31.0	35.4
Sanger	N/A ⁷	9.4	33.3
		40.4	68.7
Total Performance		2,196.8	2,205.3

- ¹ AQN owns a 75% equity interest but accounts for the facility using the equity method. Figures show full energy produced by the facility.
- ² The Blue Hill Wind Facility achieved COD on April 14, 2022. AQN owns a 20% equity interest but accounts for the facility using the equity method. Figures show expected long-term average resources ("LTAR") and full energy produced by the facility during the quarter.
- ³ AQN owns a 50% equity interest but accounts for the facility using the equity method. Figures show full energy produced by the facility during the quarter.
- ⁴ AQN owns a 51% equity interest in the Sugar Creek, Odell and Deerfield Wind Facilities but consolidates the facilities for accounting purposes. Figures show full energy produced by the facilities during the quarter.
- ⁵ The Deerfield II Wind Facility achieved COD on March 23, 2023. AQN owns a 50% equity interest but accounts for the facility using the equity method. Figures show full energy produced by the facility during the quarter.
- ⁶ The Dalewood Solar Facility achieved COD on December 21, 2022.
- ⁷ Natural gas fired co-generation facility.

2023 First Quarter Renewable Energy Group Performance

For the three months ended March 31, 2023, the Renewable Energy Group generated 2,196.8 GW-hrs of electricity as compared to 2,205.3 GW-hrs during the same period in 2022.

For the three months ended March 31, 2023, the hydro facilities generated 135.5 GW-hrs of electricity as compared to 116.7 GW-hrs produced in the same period in 2022, an increase of 16.1%. Electricity generated represented 103.1% of LTAR as compared to 88.8% during the same period in 2022.

For the three months ended March 31, 2023, the wind facilities produced 1,929.7 GW-hrs of electricity as compared to 1,929.8 GW-hrs produced in the same period in 2022, a decrease of 0.01%. Excluding the Blue Hill Wind Facility, which achieved COD on April 14, 2022, and the Deerfield II Wind Facility, which achieved COD on March 23, 2023, production was 5.2% below the same period last year. The wind facilities, including new facilities, generated electricity equal to 93.3% of LTAR as compared to 99.7% during the same period in 2022.

For the three months ended March 31, 2023, the solar facilities generated 91.2 GW-hrs of electricity as compared to 90.1 GW-hrs of electricity in the same period in 2022, an increase of 1.2%. The increase in production is partially due to the Dalewood Solar Facility achieving COD on December 21, 2022. Excluding the new facilities, production was 1.0% above the same period last year. The solar facilities, including new facilities, generated electricity equal to 90.9% of LTAR as compared to 90.0% in the same period in 2022.

For the three months ended March 31, 2023, the thermal facilities generated 40.4 GW-hrs of electricity as compared to 68.7 GW-hrs of electricity during the same period in 2022. During the same period, the Windsor Locks Thermal Facility generated 168.4 billion lbs of steam as compared to 168.7 billion lbs of steam during the same period in 2022.

2023 First Quarter Renewable Energy Group Operating Results

Three months ended
March 31

2023 2022

(all dollar amounts in \$ millions)

	2023	2022
Revenue¹		
Hydro	\$ 8.2	\$ 10.6
Wind	56.1	57.7
Solar	5.3	5.4
Thermal	9.1	12.1
Total Non-Regulated Energy Sales	\$ 78.7	\$ 85.8
Less:		
Cost of Sales - Energy ²	(1.1)	(3.5)
Cost of Sales - Thermal	(6.7)	(9.4)
Net Energy Sales^{3,4}	\$ 70.9	\$ 72.9
Renewable Energy Credits ⁵	9.9	9.2
Other Revenue	1.5	0.1
Total Net Revenue	\$ 82.3	\$ 82.2
Expenses & Other Income		
Operating expenses	(32.7)	(27.6)
Gain on sale of renewable assets	—	1.2
Dividend, interest, equity and other income ⁶	33.3	27.6
HLBV income ⁷	23.6	34.5
Divisional Operating Profit^{3,8,9}	\$ 106.5	\$ 117.9

¹ Many of the Renewable Energy Group's 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 *Caution Concerning Non-GAAP Measures*.

⁴ This table contains a reconciliation of Net Energy Sales to revenue. The relevant sections of the table are derived from and should be read in conjunction with the unaudited consolidated statement of operations and *Note 18* in the unaudited interim consolidated financial statements, "Segmented information". This supplementary disclosure is intended to more fully explain disclosures related to Net Energy Sales and provides additional information related to the operating performance of AQN. Investors are cautioned that Net Energy Sales should not be construed as an alternative to revenue.

⁵ Qualifying renewable energy projects receive RECs for the generation and delivery of renewable energy to the power grid. The RECs represent proof that 1 MW-hr of electricity was generated from an eligible energy source.

⁶ Includes dividends received from Atlantica and related parties (see *Notes 6 and 13* in the unaudited interim consolidated financial statements) as well as the equity investment in the Stella, Cranell, East Raymond and West Raymond Wind Facilities (collectively, the "Texas Coastal Wind Facilities").

⁷ 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, 2023, the Renewable Energy Group's eligible facilities generated 1,047.7 GW-hrs representing approximately \$29.3 million in PTCs earned as compared to 1,469.0 GW-hrs representing \$38.2 million in PTCs earned during the same period in 2022. The majority of the PTCs have been allocated to tax equity investors to monetize the value to AQN of the PTCs and other tax attributes which are the primary drivers of HLBV income offset by the return earned by the investor. Some PTCs have been utilized directly by the Company to lower its overall effective tax rate.

⁸ Certain prior year items have been reclassified to conform to current year presentation.

⁹ This table contains a reconciliation of Divisional Operating Profit to revenue for the Renewable Energy Group. The relevant sections of the table are derived from and should be read in conjunction with the unaudited consolidated statement of operations and *Note 18* in the unaudited interim consolidated financial statements, "Segmented Information". This supplementary disclosure is intended to more fully explain disclosures related to Divisional Operating Profit and provides additional information related to the operating performance of the Renewable Energy Group. Investors are cautioned that Divisional Operating Profit should not be construed as an alternative to revenue.

2023 First Quarter Operating Results

For the three months ended March 31, 2023, the Renewable Energy Group's facilities generated operating revenue of \$78.7 million (i.e., non-regulated energy sales) as compared to \$85.8 million in the comparable period in the prior year.

For the three months ended March 31, 2023, the Renewable Energy Group's facilities generated \$106.5 million of Divisional Operating Profit as compared to \$117.9 million during the same period in 2022, which represents a decrease of \$11.4 million or 9.7% (see *Caution Concerning Non-GAAP Measures*).

Highlights of the changes are summarized in the following table:

(all dollar amounts in \$ millions)	Three months ended March 31
Prior Period Divisional Operating Profit¹	\$ 117.9
Existing Facilities and Investments	
Hydro: Increase is primarily driven by higher production across all Canadian hydro facilities.	1.9
Wind CA: Decrease is primarily due to lower production across all Canadian wind facilities and higher operating expenses at the St. Damase and Amherst Wind Facilities.	(2.7)
Wind U.S.: Decrease is primarily driven by lower HLBV income as a result of tax attribute eligibility on projects commissioned in 2012 ending and higher operating expenses across the U.S. wind facilities. This is partially offset by higher energy capture prices at the Maverick Creek and Senate Wind Facilities.	(9.1)
Solar: Decrease is primarily driven by lower REC revenue at the Great Bay I and Great Bay II Solar Facilities, lower HLBV income for the Great Bay Solar I Facility along with higher operating expenses across the U.S. solar facilities.	(3.4)
Thermal: Decrease is primarily driven by unfavourable energy market pricing and REC revenue at the Windsor Locks Thermal Facility.	(0.7)
Other: Increase is due to higher equity income from the Texas Coastal Wind Facilities.	4.9
	(9.1)
New Facilities and Investments	
Other: Decrease is primarily due to start-up costs at the RNG facilities.	(0.8)
	(0.8)
Foreign Exchange	
	(1.5)
Current Period Divisional Operating Profit¹	\$ 106.5

¹ See *Caution Concerning Non-GAAP Measures*.

² See *Notes 6 and 13* in the unaudited interim consolidated financial statements.

AQN: CORPORATE AND OTHER EXPENSES

(all dollar amounts in \$ millions)	Three months ended March 31	
	2023	2022
Corporate and other expenses:		
Administrative expenses	\$ 17.8	\$ 17.5
Loss on foreign exchange	1.4	0.3
Interest expense	81.9	57.9
Depreciation and amortization	121.6	120.0
Change in value of investments carried at fair value	(179.4)	40.5
Interest, dividend, equity, and other loss ¹	3.0	2.3
Pension and other post-employment non-service costs	5.0	2.6
Other net losses	3.5	4.7
Gain on derivative financial instruments	(2.2)	(0.7)
Income tax expense	24.7	9.5

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

2023 First Quarter Corporate and Other Expenses

For the three months ended March 31, 2023, administrative expenses totaled \$17.8 million as compared to \$17.5 million in the same period in 2022.

For the three months ended March 31, 2023, interest expense totaled \$81.9 million as compared to \$57.9 million in the same period in 2022. The increase was approximately one-third due to the funding of capital deployed in the second half of 2022 and two-thirds due to the increase in interest rates on variable rate borrowings.

For the three months ended March 31, 2023, depreciation expense totaled \$121.6 million as compared to \$120.0 million in the same period in 2022.

For the three months ended March 31, 2023, change in investments carried at fair value totaled a gain of \$179.4 million as compared to a loss of \$40.5 million in the same period in 2022. 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 consolidated statement of operations (see *Note 6* in the unaudited interim consolidated financial statements).

For the three months ended March 31, 2023, pension and post-employment non-service costs totaled \$5.0 million as compared to \$2.6 million in the same period in 2022. The increase was primarily due to higher interest costs and lower expected return on assets.

For the three months ended March 31, 2023, other net losses were \$3.5 million as compared to \$4.7 million in the same period in 2022. The decrease was primarily due to the timing of acquisition and transition-related costs. See *Note 16* in the unaudited interim consolidated financial statements.

For the three months ended March 31, 2023, the gain on derivative financial instruments totaled \$2.2 million as compared to a gain of \$0.7 million in the same period in 2022. AQN uses derivative instruments to manage exposure to changes in commodity prices, foreign exchange rates, and interest rates. The gain in the first quarter of both 2023 and 2022 was primarily related to mark-to-markets on interest rate derivatives.

For the three months ended March 31, 2023, an income tax expense of \$24.7 million was recorded as compared to an income tax expense of \$9.5 million during the same period in 2022. The increase in income tax expense was primarily due to the tax impact associated with the change in fair value of the investment in Atlantica. This was partially offset by the impact of state deferred tax adjustments related to the acquisition of Liberty NY Water in 2022 and additional tax credits accrued. For the three months ended March 31, 2023, the Company accrued \$12.4 million of investment tax credits and PTCs primarily associated with renewable energy projects that have either been placed in service or are expected to be placed in service by the end of 2023 as compared to \$10.1 million recorded in the same period in 2022.

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 AQN. 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	
	2023	2022
Net earnings attributable to shareholders	\$ 270.1	\$ 91.0
Add (deduct):		
Net earnings attributable to the non-controlling interest, exclusive of HLBV	14.4	4.1
Income tax expense	24.7	9.5
Interest expense	81.9	57.9
Other net losses ¹	3.5	4.7
Unrealized loss on energy derivatives included in revenue	—	0.6
Pension and post-employment non-service costs	5.0	2.6
Change in value of investments carried at fair value ²	(179.4)	40.5
Gain on derivative financial instruments	(2.2)	(0.7)
Loss on foreign exchange	1.4	0.3
Depreciation and amortization	121.6	120.0
Adjusted EBITDA	\$ 341.0	\$ 330.5

¹ See Note 16 in the unaudited interim consolidated financial statements.

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 AQN. 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	
	2023	2022
Net earnings attributable to shareholders	\$ 270.1	\$ 91.0
Add (deduct):		
Gain on derivative financial instruments	(2.2)	(0.7)
Other net losses ¹	3.5	4.7
Loss on foreign exchange	1.4	0.3
Unrealized loss on energy derivatives included in revenue	—	0.6
Change in value of investments carried at fair value ²	(179.4)	40.5
Adjustment for taxes related to above	26.5	4.8
Adjusted Net Earnings	\$ 119.9	\$ 141.2
Adjusted Net Earnings per common share	\$ 0.17	\$ 0.21

¹ See Note 16 in the unaudited interim consolidated financial statements.

² See Note 6 in the unaudited interim consolidated financial statements.

For the three months ended March 31, 2023, Adjusted Net Earnings totaled \$119.9 million as compared to Adjusted Net Earnings of \$141.2 million for the same period in 2022, a decrease of \$21.3 million.

Reconciliation of Adjusted Funds from Operations to Cash Provided by 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 AQN. Investors are cautioned that this measure should not be construed as an alternative to cash provided by operating activities in accordance with U.S GAAP.

The following table shows the reconciliation of cash provided by operating activities to Adjusted Funds from Operations exclusive of these items:

(all dollar amounts in \$ millions)	Three months ended March 31	
	2023	2022
Cash provided by operating activities	\$ 34.2	\$ 166.2
Add (deduct):		
Changes in non-cash operating items	164.8	48.1
Production based cash contributions from non-controlling interests	9.1	3.7
Acquisition-related costs	2.8	2.2
Adjusted Funds from Operations	\$ 210.9	\$ 220.2

For the three months ended March 31, 2023, Adjusted Funds from Operations totaled \$210.9 million as compared to Adjusted Funds from Operations of \$220.2 million for the same period in 2022, a decrease of \$9.3 million.

SUMMARY OF PROPERTY, PLANT AND EQUIPMENT EXPENDITURES

(all dollar amounts in \$ millions)	Three months ended March 31	
	2023	2022
Regulated Services Group		
Rate Base Maintenance ¹	85.7	\$ 80.1
Rate Base Growth	91.7	145.5
Property, Plant & Equipment Acquired ²	—	609.0
	\$ 177.4	\$ 834.6
Renewable Energy Group		
Maintenance ¹	\$ 7.4	\$ 7.3
Investment in Capital Projects ²	28.0	19.9
	\$ 35.4	\$ 27.2
Total Capital Expenditures	\$ 212.8	\$ 861.8

¹ Maintenance expenditures are calculated based on the depreciation expense for the period.

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. Excludes temporary advances to joint venture partners in connection with capital projects under development or construction.

2023 First Quarter Property, Plant and Equipment Expenditures

During the three months ended March 31, 2023, the Regulated Services Group invested \$177.4 million in capital expenditures as compared to \$834.6 million during the same period in 2022. The Regulated Services Group's investments during the first quarter of 2023 were primarily related to the construction of transmission and distribution main replacements, work on new and existing substation assets, and initiatives relating to the safety and reliability of water, electric and natural gas systems.

During the three months ended March 31, 2023, the Renewable Energy Group incurred capital expenditures of \$35.4 million as compared to \$27.2 million during the same period in 2022. The Renewable Energy Group's investments during the first quarter of 2023 were primarily related to the development and/or construction of various projects and ongoing maintenance capital at existing operating sites.

2023 Capital Investments

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

The Company expects to spend approximately \$1.0 billion on capital investment opportunities in the 2023 fiscal year, which represents a reduction of approximately \$2.6 billion compared to the Company's 2023 capital investment expectations set out in the Annual MD&A. This decrease is due to the Kentucky Power Transaction Termination. Actual expenditures in 2023 may vary due to, among other things, the timing of project investments and acquisitions, the availability of financing on acceptable terms, and realized foreign exchange rates.

The Regulated Services Group expects to spend approximately \$700 million over the course of 2023 on continued efforts 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 wells, main replacements, and reservoir pumping stations.

The Renewable Energy Group expects to spend approximately \$300 million over the course of 2023 to (i) develop or further invest in development and construction (as applicable) of the Renewable Energy Group's wind, solar, and renewable natural gas projects, and (ii) with respect to various operational solar, thermal, hydro and wind assets to comply with safety regulations and drive operational efficiencies.

LIQUIDITY AND CAPITAL RESERVES

AQN 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 AQN and its operating groups as at March 31, 2023:

(all dollar amounts in \$ millions)	As at March 31, 2023			As at December 31, 2022	
	Corporate	Regulated Services Group	Renewable Energy Group	Total	Total
Revolving and term credit facilities	\$ 1,125.0 ¹	\$ 2,872.1 ²	\$ 1,100.0 ³	\$ 5,097.1	\$ 4,513.3
Funds drawn on facilities/ commercial paper issued	(351.2)	(1,402.2)	(123.8)	(1,877.2)	(1,532.5)
Letters of credit issued	(39.8)	(37.0)	(309.0)	(385.8)	(465.2)
Liquidity available under the facilities	734.0	1,432.9	667.2	2,834.1	2,515.6
Undrawn portion of uncommitted letter of credit facilities	(88.7)	—	(292.6)	(381.3)	(226.9)
Cash on hand				61.0	57.6
Total Liquidity and Capital Reserves	\$ 645.3	\$ 1,432.9	\$ 374.6	\$ 2,513.8	\$ 2,346.3

¹ Includes a \$50 million and \$75 million uncommitted standalone letter of credit facility.

² Includes \$172.1 million fully drawn term facilities of ESSAL and Bermuda as at March 31, 2023 (\$163.3 million as at December 31, 2022).

³ Includes \$600 million of uncommitted standalone letter of credit facilities.

Corporate

On March 31, 2023, the Company's senior unsecured revolving credit facility was amended and restated to increase the borrowing capacity from \$500.0 million to \$1.0 billion with a new maturity date of March 31, 2028. As at March 31, 2023, the Company's \$1.0 billion senior unsecured revolving credit facility (the "Corporate Credit Facility") had \$351.2 million drawn and had \$3.5 million of outstanding letters of credit.

As at March 31, 2023, the Company had also issued \$36.3 million of letters of credit from its \$50.0 million uncommitted letter of credit facility. On March 31, 2023, the Company entered into a new \$75.0 million uncommitted bi-lateral credit facility.

Regulated Services Group

As at March 31, 2023, the Regulated Services Group's \$1.0 billion senior unsecured revolving credit facility (the "Long Term Regulated Services Credit Facility") had \$30.8 million drawn and had \$37.0 million of outstanding letters of credit. The Long Term Regulated Services Credit Facility matures on April 29, 2027. As at March 31, 2023, the Regulated Services Group had \$499.8 million of commercial paper issued and outstanding. As at March 31, 2023, the Regulated Services Group's \$500.0 million senior unsecured revolving credit facility (the "Short Term Regulated Services Credit Facility") had no amounts drawn and no outstanding letters of credit. The Short Term Regulated Services Credit Facility matures on February 28, 2024.

As at March 31, 2023, the Regulated Services Group's \$75.0 million senior unsecured revolving credit facility (the "Bermuda Credit Facility") had \$74.3 million drawn. As at March 31, 2023, the Regulated Services Group's \$25.0 million senior unsecured bilateral revolving credit facility (the "Bermuda Working Capital Facility") had \$15.0 million drawn.

On November 30, 2022, the Regulated Services Group amended and restated its \$1.1 billion senior unsecured syndicated delayed draw term facility ("the "Regulated Services Delayed Draw Term Facility") with a new maturity date of November 29, 2023. As at March 31, 2023, the Regulated Services Delayed Draw Term Facility had \$610.4 million drawn in connection with the acquisition of Liberty NY Water. Subsequent to quarter end, the Company elected to terminate the remaining undrawn amount of \$489.6 million. The Regulated Services Delayed Draw Term Facility matures on November 29, 2023.

Renewable Energy Group

As at March 31, 2023, the Renewable Energy Group's \$500.0 million senior unsecured syndicated revolving credit facility (the "Renewable Energy Credit Facility") had \$123.8 million drawn and had \$1.6 million in outstanding letters of credit. The Renewable Energy Credit Facility matures on July 22, 2027.

As at March 31, 2023, the Renewable Energy Group's bank lines consisted of \$600.0 million letter of credit facilities (the "Renewable Energy LC Facilities"), including a \$250.0 million uncommitted bilateral letter of credit facility and a \$350.0 million uncommitted letter of credit facility. As at March 31, 2023, the Renewable Energy LC Facilities had \$307.4 million in outstanding letters of credit.

Long Term Debt

On March 13, 2023, the Company repaid a \$15.0 million senior unsecured note on its maturity.

Issuance of approximately \$1.1 Billion of Subordinated Notes

On January 18, 2022, the Company closed (i) an underwritten public offering in the United States of \$750 million aggregate principal amount of 4.75% fixed-to-fixed reset rate junior subordinated notes series 2022-B due January 18, 2082 (the "U.S. Notes"); and (ii) an underwritten public offering in Canada of C\$400 million aggregate principal amount of 5.25% fixed-to-fixed reset rate junior subordinated notes series 2022-A due January 18, 2082 ("the Canadian Notes" and, together with the U.S. Notes, the "Notes"). The following table summarizes the expected use of the net proceeds from the offerings of the Notes compared to the actual use of such net proceeds:

Expected Use of Net Proceeds	Actual Use of Net Proceeds
As disclosed in the Company's prospectus supplements dated January 12, 2022 relating to the offerings of the Notes, the Company previously expected that the net proceeds of the offerings of the Notes would be used to partially finance the proposed acquisition of Kentucky Power Company and AEP Kentucky Transmission Company, Inc. (the "Kentucky Power Acquisition"); provided that, in the "short-term", prior to the closing of the Kentucky Power Acquisition, the Company expected to use the net proceeds to reduce indebtedness as follows: (i) approximately \$385.0 million to the Corporate Credit Facility; (ii) approximately \$40.0 million to the Renewable Energy Credit Facility; (iii) approximately \$415.0 million of commercial paper issued by Liberty Utilities; and (iv) approximately \$219.9 million to the Long Term Regulated Services Credit Facility.	As a result of the Kentucky Power Transaction Termination, the Company's actual use of the net proceeds from the offerings of the Notes is the reduction of indebtedness in such amounts as previously disclosed as the "short-term" use of the proceeds.

Credit Ratings

AQN has a long term consolidated corporate credit rating of BBB from Standard & Poor's Financial Services LLC, ("S&P"), a BBB rating from DBRS Limited ("DBRS") and a BBB issuer rating from Fitch Ratings Inc. ("Fitch"). Liberty Utilities has a corporate credit rating of BBB from S&P, a BBB issuer rating from Fitch and a Baa2 issuer rating from Moody's Investor Service, Inc. ("Moody's"). Debt issued by Liberty Utilities Finance GP1 ("Liberty GP") has a rating of BBB (high) from DBRS, BBB+ from Fitch, BBB from S&P and Baa2 from Moody's. Empire has an issuer rating of BBB from S&P and a Baa1 rating from Moody's. 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. Algonquin Power Co. has a BBB issuer rating from S&P, a BBB issuer rating from DBRS and a BBB issuer rating from Fitch.

In April 2023, following the announcement of the Kentucky Power Transaction Termination, each of DBRS, Fitch, S&P and Moody's made announcements regarding the credit ratings of the Corporation and its subsidiaries. DBRS and Fitch both affirmed their ratings and stable outlook on the Corporation and its subsidiaries, S&P affirmed its ratings and revised its outlooks to stable from negative on the Corporation and its subsidiaries and Moody's affirmed its ratings and stable outlooks on Liberty Utilities and Liberty GP.

Contractual Obligations

Information concerning contractual obligations as of March 31, 2023 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}	\$ 7,874.3	\$ 1,493.6	\$ 220.7	\$ 2,072.0	\$ 4,088.0
Advances in aid of construction	90.8	1.7	—	—	89.1
Interest on long-term debt obligations ²	5,163.2	327.1	508.3	425.8	3,902.0
Purchase obligations	573.8	573.8	—	—	—
Environmental obligations	47.7	4.6	22.4	1.8	18.9
Derivative financial instruments:					
Cross currency interest rate swaps	39.4	1.9	5.6	6.9	25.0
Interest rate swaps	0.1	—	—	0.1	—
Energy derivative and commodity contracts	93.0	12.4	37.8	29.0	13.8
Purchased power	280.1	54.9	57.8	24.9	142.5
Gas delivery, service and supply agreements	506.8	101.0	152.0	74.6	179.2
Service agreements	572.6	69.9	115.7	96.5	290.5
Capital projects	9.1	9.1	—	—	—
Land easements	528.0	13.3	26.9	27.6	460.2
Contract adjustment payments on equity units	95.4	75.6	19.8	—	—
Other obligations	321.2	36.0	6.4	5.1	273.7
Total Obligations	\$ 16,195.5	\$ 2,774.9	\$ 1,173.4	\$ 2,764.3	\$ 9,482.9

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

² The Company's subordinated unsecured notes have a maturity in 2078, 2079, and 2082, respectively. However, the Company currently anticipates repaying such notes in 2023, 2029, and 2032, respectively, upon exercising its redemption right.

Equity

The common shares of AQN are publicly traded on the Toronto Stock Exchange ("TSX") and the New York Stock Exchange ("NYSE") under the trading symbol "AQN". As at May 9, 2023, AQN had 688,664,543 issued and outstanding common shares.

AQN 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 AQN upon liquidation, dissolution or winding up of AQN. All shares are of the same class and with equal rights and privileges and are not subject to future calls or assessments.

AQN 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, 2023, AQN 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.

In addition, AQN's outstanding equity units (the "Green Equity Units") (that are in the form of "corporate units") are listed on the NYSE under the ticker symbol "AQNU". As at May 9, 2023, there were 23,000,000 Green Equity Units outstanding. Pursuant to the purchase contract forming part of each outstanding Green Equity Unit, holders are required to purchase AQN common shares by no later than June 15, 2024. The minimum settlement rate under each purchase contract is 2.7778 common shares and the maximum settlement rate is 3.3333 common shares, resulting in a minimum of 63,889,400 common shares and a maximum of 76,665,900 common shares issuable on settlement of the purchase contracts.

Declaration of 2023 Second Quarter Dividend of \$0.1085 (C\$0.1453) per Common Share

AQN currently targets annual growth in dividends payable to shareholders underpinned by increases in earnings and cash flow.

The Board has declared a second quarter 2023 dividend of \$0.1085 per common share payable on July 14, 2023 to shareholders of record on June 30, 2023.

The Canadian dollar equivalent for the second quarter 2023 dividend is C\$0.1453 per common share.

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

	Q3 2022	Q4 2022	Q1 2023	Q2 2023	Total
U.S. dollar dividend	\$ 0.1808	\$ 0.1808	\$ 0.1085	\$ 0.1085	\$0.5786
Canadian dollar equivalent	\$ 0.2312	\$ 0.2438	\$ 0.1495	\$ 0.1453	\$0.7698

C\$800 million Bought Deal Common Equity Offering

On November 8, 2021, AQN closed a bought deal common share offering for gross proceeds of approximately C\$800 million (the "Bought Deal Offering"). The following table summarizes the expected use of the net proceeds from the Bought Deal Offering compared to the actual use of such net proceeds:

Expected Use of Net Proceeds	Actual Use of Net Proceeds
As disclosed in the Company's final short form prospectus dated November 3, 2021 relating to the Bought Deal Offering, the Company expected that the net proceeds of the Bought Deal Offering would be used to partially finance the Kentucky Power Acquisition; provided that, in the "short-term", prior to the closing of the Kentucky Power Acquisition, the Company expected to use the net proceeds to reduce indebtedness as follows: (i) approximately \$267.0 million to the Corporate Credit Facility; (ii) approximately \$490.0 million to the Long Term Regulated Services Credit Facility; and (iii) approximately \$11.0 million to Liberty Utilities' commercial paper program.	As a result of the Kentucky Power Transaction Termination, the Company's actual use of the net proceeds from the Bought Deal Offering is the reduction of indebtedness in such amounts as previously disclosed as the "short-term" use of the proceeds.

At-The-Market Equity Program

On August 15, 2022, AQN re-established an at-the-market equity program ("ATM Program") that allows the Company to issue up to \$500 million of common shares from treasury to the public from time to time, at the Company's discretion, at the prevailing market price when issued on the TSX, the NYSE or any other existing trading market for the common shares of the Company in Canada or the United States.

During the three months ended March 31, 2023, the Company did not issue any common shares under its ATM Program. On January 12, 2023, AQN announced that no new common equity financings were expected through the end of 2024.

As at May 11, 2023, the Company has issued, since the inception of its initial ATM Program in 2019, a cumulative total of 36,814,536 common shares at an average price of \$15.00 per share for gross proceeds of approximately \$551.1 million (approximately \$544.3 million net of commissions). Other related costs, primarily related to the establishment and subsequent re-establishments of the ATM Program, were approximately \$4.8 million.

Dividend Reinvestment Plan

Effective March 16, 2023, AQN suspended its shareholder dividend reinvestment plan ("the Reinvestment Plan") for registered holders of common shares of AQN. Effective for the first quarter 2023 dividend (paid on April 14, 2023 to shareholders of record on March 31, 2023), shareholders participating in the Reinvestment Plan began receiving cash dividends. If the Company elects to reinstate the Reinvestment Plan in the future, shareholders who were enrolled in the Reinvestment Plan at its suspension and remain enrolled at reinstatement will automatically resume participation in the Reinvestment Plan.

As at March 31, 2023, 168,595,101 common shares representing approximately 21% of total common shares outstanding had been registered with the Reinvestment Plan. On January 13, 2023, 4,370,289 common shares were issued under the Reinvestment Plan.

SHARE-BASED COMPENSATION PLANS

For the three months ended March 31, 2023, AQN recorded \$0.7 million in total share-based compensation expense as compared to a recovery of \$0.4 million for the same period in 2022. The compensation expense is recorded as part of operating expenses in the consolidated statement of operations. The portion of share-based compensation costs capitalized as cost of construction is insignificant.

As at March 31, 2023, total unrecognized compensation costs related to non-vested share-based awards was \$40.6 million and is expected to be recognized over a period of 2.47 years.

Stock Option Plan

AQN has a stock option plan that permits the grant of share options to 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.

AQN 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, 2023, the Company granted 1,368,744 options to executives of the Company. The options allow for the purchase of common shares at a weighted average price of C\$10.76, the market price of the underlying common share at the date of grant. No stock options were exercised during the three months ended March 31, 2023.

As at March 31, 2023, a total of 3,995,524 options were issued and outstanding under the stock option plan.

Performance and Restricted Share Units

AQN issues performance share units ("PSUs") and restricted share units ("RSUs") to certain employees as part of AQN's long-term incentive program. During the three months ended March 31, 2023, the Company granted (including dividends) a combined total of 2,244,916 PSUs and RSUs to employees of the Company. During the three months ended March 31, 2023, the Company settled 655,081 PSUs, of which 328,069 PSUs were exchanged for common shares issued from treasury and 327,012 PSUs were settled at their cash value as payment for tax withholdings related to the settlement of the PSUs.

As at March 31, 2023, a combined total of 3,634,099 PSUs and RSUs were granted and outstanding under the performance and restricted share unit plan.

Directors' Deferred Share Units

AQN has a Directors' Deferred Share Unit Plan. Under the plan, non-employee directors of AQN 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. During the three months ended March 31, 2023, the Company issued 46,091 DSUs (including DSUs in lieu of dividends) to the non-employee directors of the Company. No DSUs were settled during the three months ended March 31, 2023.

As at March 31, 2023, a total of 691,805 DSUs were outstanding under the Directors' Deferred Share Unit Plan.

Bonus Deferral Restricted Share Units

The Company has a bonus deferral RSU 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 common shares, and therefore these RSUs are accounted for as equity awards. During the three months ended March 31, 2023, the Company settled 52,379 bonus RSUs, of which 23,678 were exchanged for common shares issued from treasury and 28,701 RSUs were settled at their cash value as payment for tax withholdings related to the settlement of the RSUs. In addition, during the three months ended March 31, 2023, 4,017 bonus deferral RSUs were granted (including RSUs in lieu of dividends) to employees of the Company pursuant to the bonus deferral RSU program. The RSUs are 100% vested.

Employee Share Purchase Plan

AQN has an Employee Share Purchase Plan (the "ESPP") which allows eligible employees to use a portion of their earnings to purchase common shares of AQN. The aggregate number of common shares reserved for issuance from treasury by AQN under this plan shall not exceed 4,000,000 shares. During the three months ended March 31, 2023, the Company issued 255,213 common shares to employees under the ESPP.

As at March 31, 2023, a total of 2,613,163 common shares had been issued under the ESPP.

RELATED PARTY TRANSACTIONS

Equity-method investments

The Company entered into a number of transactions with equity-method investees in 2023 and 2022 (see *Note 13* 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 investees¹ \$16.1 million in 2023, as compared to \$7.4 million in 2022. Additionally, one of the equity-method investees (Liberty Development JV Inc.) provides development services to the Company on specified projects, for which it earns a development fee upon reaching certain milestones. However, during the three months ended March 31, 2023 and the three months ended March 31, 2022, no such development fees were charged to the Company. See *Note 13* 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 Liberty Development Energy Solutions B.V. (see *Note 13* in the unaudited interim consolidated financial statements). Redemption is not considered probable as at March 31, 2023. The preference share was used to finance a portion of the Company's investment in Atlantica. During the three months ended March 31, 2023, the Company incurred non-controlling interest attributable to Liberty Development Energy Solutions B.V. of \$6.1 million, as compared to \$2.6 million during the same period in 2022, and recorded distributions of \$6.0 million, for the three months ended March 31, 2023 as compared to \$2.6 million during the same period in 2022 (see *Note 13* 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 for \$96.8 million and an interest in Algonquin (AY Holdco) B.V., a consolidated subsidiary of the Company, acquired by Liberty Development JV Inc. in November 2021 for \$39.4 million. The interest was used to finance a portion of the Company's investment in the Amherst Island Wind Facility. During the three months ended March 31, 2023, the Company recorded distributions of \$6.1 million, as compared to \$7.4 million during the same period in 2022.

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 ("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 (2013). The Corporation's ERM Policy details the Corporation's risk management processes 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 Risk Committee of the Board periodically.

¹ Primarily Liberty Development JV Inc. and its subsidiaries, Blue Hill Wind Energy Project Partnership, and Red Lily Wind Energy Partnership.

Identified risks are evaluated using a standardized risk scoring matrix to assess impact and likelihood. However, there can be no assurance that the Corporation's risk management activities will be successful in identifying, assessing, or mitigating the risks to which the Corporation is subject.

The risks discussed below are not intended as a complete list of all risks that AQN, its subsidiaries and affiliates are encountering or may encounter. Please see the Company's most recent AIF and Annual MD&A available on SEDAR and EDGAR for a further discussion of risk factors to which the Company is subject. To the extent of any inconsistency, the risks discussed below are intended to provide an update on those that were previously disclosed.

Treasury Risk Management

Capital Markets and Liquidity Risk

As at March 31, 2023, the Company had approximately \$7,849.2 million of long-term consolidated indebtedness. Management of the Company believes, based on its current expectations as to the Company's future performance, that the cash flow from operations, the funds available under its credit facilities and from future asset recycling initiatives, and its ability to access capital markets will be adequate to enable the Company to finance its operations, execute its business strategy and maintain an adequate level of liquidity. However, the Company's expected revenue and capital expenditures are only estimates. Moreover, actual cash flows from operations will depend on regulatory, market and other conditions that are beyond the Company's control and which may be impacted by the risk factors herein. As a result, there can be no assurance that management's expectations as to future performance will be realized.

The Company's ability to obtain additional debt or equity or issue other securities, on favourable terms or at all, may be adversely affected by negative perceptions of the Company, any adverse financial or operational performance, financial market disruptions, the failure or collapse of any financial institution, prevailing market views or perceptions, or other factors outside the Company's control. In addition, the Company may at times incur indebtedness in excess of its long-term leverage targets, in advance of raising the additional equity or similar securities or executing on asset recycling strategies necessary to repay such indebtedness and maintain its long-term leverage target. Any increase in the Company's leverage or degradation of key credit metrics below threshold levels could, among other things: limit the Company's ability to obtain additional financing for working capital, investment in subsidiaries, capital expenditures, debt service requirements, acquisitions and general corporate or other purposes; restrict the Company's flexibility and discretion to operate its business; limit the Company's ability to declare dividends; require the Company to dedicate a portion of cash flows from operations to the payment of interest on its existing indebtedness, in which case such cash flows would not be available for other purposes; cause rating agencies to re-evaluate or downgrade the Company's existing credit ratings; require the Company to post additional collateral security under some of its contracts and hedging arrangements; expose the Company to increased interest expense on borrowings at variable rates; limit the Company's ability to adjust to changing market conditions; place the Company at a competitive disadvantage compared to its competitors; make the Company vulnerable to any downturn in general economic conditions; render the Company unable to make expenditures that are important to its future growth strategies and require the Company to pursue alternative funding strategies, which may include accelerated asset recycling initiatives.

The Company will need to refinance or reimburse amounts outstanding under the Company's existing consolidated indebtedness over time. There can be no assurance the Company will be successful in refinancing its indebtedness when necessary or that additional financing will be obtained when needed, on commercially reasonable terms or at all. In the event that the Company cannot refinance its indebtedness or raise additional indebtedness on terms that are not less favourable than the current terms, the Company's cash flows, ability to declare dividends or repay its indebtedness may be adversely affected.

The Company's ability to meet its debt service requirements will depend on its ability to generate cash in the future, which depends on many factors, including the Company's financial performance, debt service obligations, the realization of the anticipated benefits of acquisition and investment activities, and working capital and capital expenditure requirements. In addition, the Company's ability to borrow funds in the future to make payments on outstanding debt will depend on the satisfaction of covenants in existing credit agreements and other agreements. A failure to comply with any covenants or obligations under the Company's consolidated indebtedness could result in a default under one or more such instruments, which, if not cured or waived, could result in the termination of dividends by the Company and permit acceleration of the relevant indebtedness. There can be no assurance that, if such indebtedness were to be accelerated, the Company's assets would be sufficient to repay such indebtedness in full. There can also be no assurance that the Company will generate cash flow in amounts sufficient to pay its outstanding indebtedness or to fund the Company's liquidity needs.

Interest Rate Risk

The Company is exposed to interest rate risk due to the impact of increasing benchmark interest rates and credit spreads on certain outstanding variable interest indebtedness, as well as any new borrowings on existing and new credit facilities and other debt issuances. Fluctuations in interest rates may also impact the costs to obtain other forms of capital and the feasibility of planned growth initiatives.

In addition, for the Regulated Services Group, costs resulting from interest rate increases may not be recoverable in whole or in part, and “regulatory lag” may cause a time delay in the payment to the Regulated Services Group of any such costs that are recoverable. Rising interest rates may also negatively impact the economics of development projects, acquisitions and energy facilities, especially where project financing is being renewed or arranged.

As a result, fluctuations in interest rates, including the rate increases experienced in 2022, could materially increase the Corporation’s financing costs, limit the Corporation’s options for financing, and adversely affect its results of operations, cash flows, key credit metrics, borrowing capacity and ability to implement its business strategy.

As at March 31, 2023, approximately 90% of debt outstanding in AQN and its subsidiaries was subject to a fixed rate of interest and as a result, such debt is not subject to significant interest rate risk in the short term time horizon.

Borrowings subject to variable interest rates can fluctuate significantly from month to month, quarter to quarter and year to year. AQN's target is to maintain a minimum of 85% fixed rate debt. As a result, the Company hedges the interest rate risk on its variable interest rate borrowings from time to time. On December 17, 2022, the Company entered into an interest rate cap agreement in the amount of \$390 million for the period between January 15, 2023 and January 15, 2024.

Based on amounts outstanding as at March 31, 2023, the impact to interest expense on variable rate loans from changes in interest rates are as follows:

- the Corporate Credit Facility is subject to a variable interest rate and had \$351.2 million outstanding as at March 31, 2023. As a result, a 100 basis point change in the variable rate charged would impact interest expense by \$3.5 million annually;
- the Long Term Regulated Services Credit Facility is subject to a variable interest rate and had \$30.8 million outstanding as at March 31, 2023. As a result, a 100 basis point change in the variable rate charged would impact interest expense by \$0.3 million annually;
- the Short Term Regulated Services Credit Facility is subject to a variable interest rate and had no amounts outstanding as at March 31, 2023. As a result, a 100 basis point change in the variable rate charged would not impact interest expense;
- the Regulated Services Delayed Draw Term Facility is subject to a variable interest rate and had \$610.4 million outstanding as at March 31, 2023. The Regulated Services Group has locked in the variable rate until May 31, 2023 through an interest election request. As a result, a 100 basis point change in the variable rate charged would impact interest expense by \$3.1 million until the maturity date of November 29, 2023;
- the Bermuda Credit Facility is subject to a variable interest rate and had \$74.3 million outstanding as at March 31, 2023. As a result, a 100 basis point change in the variable rate charged would impact interest expense by \$0.7 million annually;
- the Bermuda Working Capital Facility is subject to a variable interest rate and had \$15.0 million outstanding as at March 31, 2023. As a result, a 100 basis point change in the variable rate charged would impact interest expense by \$0.2 million annually;
- the Regulated Services Group's commercial paper program is subject to a variable interest rate and had \$499.8 million outstanding as at March 31, 2023. As a result, a 100 basis point change in the variable rate charged would impact interest expense by \$5.0 million annually;
- the Renewable Energy Credit Facility is subject to a variable interest rate and had \$123.8 million outstanding as at March 31, 2023. As a result, a 100 basis point change in the variable rate charged would impact interest expense by \$1.2 million annually;
- term facilities at ESSAL that are subject to variable interest rates had \$102.8 million outstanding as at March 31, 2023. As a result, a 100 basis point change in the variable rate charged would impact interest expense by \$1.0 million annually; and

Term facilities at BELCO are not subject to variable interest rates as the Company entered into the above noted interest swap agreements to hedge the risk associated with interest rate fluctuation. In addition, on January 13, 2022, the Company entered into a forward starting swap to fix the interest rate for the second five-year term of the U.S. Notes.

Tax Risk and Uncertainty

The Corporation is subject to income and other taxes primarily in the United States and Canada; however, it is also subject to income and other taxes in international jurisdictions, such as Chile and Bermuda. Changes in tax laws or interpretations thereof in the jurisdictions in which the Corporation does business could adversely affect the Company's results from

operations, returns to shareholders, and cash flows. One or more taxing jurisdictions could seek to impose incremental or new taxes on the Company pursuant to one of the following or otherwise:

- The Inflation Reduction Act was signed into law in the United States on August 16, 2022. The legislation is inclusive of an extension and expansion of clean energy tax credits and a minimum tax. The minimum tax is not expected to be applicable to the Company in the near term; however, the Company cannot provide any assurance that it will not apply in the longer term.
- On April 19, 2021, the Canadian federal government delivered its 2021 budget which contained proposed measures related to limitations on interest deductibility and changes in relation to international taxation. Draft legislative proposals pertaining to interest deductibility were initially released for public comment on February 4, 2022, with revised legislative proposals subsequently released on November 3, 2022. The proposed rules on interest deductibility are expected to be effective no earlier than January 1, 2024. The proposed rules and their application are complex and could have a material adverse impact on the Corporation's effective tax rate and financial results in future years if enacted as drafted.
- As a consequence of the Organization for Economic Co-operation and Development's ("OECD") various initiatives on "Base Erosion and Profit Shifting", there has been increased focus by taxing authorities across the globe to pursue common international principles for the entitlement to taxation of global corporate profits and eliminate perceived tax advantages enjoyed by multinational enterprises. Certain components of the relevant legislation in the jurisdictions in which the Corporation operates or has domiciled subsidiaries are expected to apply with application expected January 1, 2024. As the local legislation in the various jurisdictions is enacted and comes into effect, there is a risk that the Company's tax expense and/or cash taxes could materially increase or that the Company's interpretation of the new legislation may not align with that of the relevant tax authority's interpretation. This could have a material adverse effect on the Corporation's financial condition, results of operations, and cash flows in future periods.

The Corporation cannot provide assurance that the Canada Revenue Agency, the Internal Revenue Service or any other applicable taxation authority will agree with the tax positions taken by the Corporation, including with respect to claimed expenses and the cost amount of the Corporation's depreciable properties. A successful challenge by an applicable taxation authority regarding such tax positions could adversely affect the results of operations and financial position of the Corporation.

Development by the Corporation of renewable power generation facilities in the United States depends in part on federal tax credits and other tax incentives. The Inflation Reduction Act has extended and expanded certain energy credits, providing greater certainty regarding the availability of these credits on a going forward basis. However, the rules governing these tax credits still include technical requirements for credit eligibility. If the Corporation is unable to complete construction on current or planned projects within certain deadlines or satisfy certain new requirements relating to prevailing wage and apprenticeship requirements, the reduced incentives may be insufficient to support continued development or may result in substantially reduced financial benefits from facilities or long-term investment in facilities that the Corporation is committed to complete. In addition, the Corporation has entered into certain tax equity financing transactions with financial partners for certain of its renewable power facilities in the United States, under which allocations of future cash flows to the Corporation from the applicable facility could be adversely affected in the event that there are changes in U.S. tax laws that apply to facilities previously placed in service.

OPERATIONAL RISK MANAGEMENT

Inflation Risk

AQN's profitability could be impacted by inflation increases above long-term averages. The Regulated Services Group's facilities are subject to rate setting by its regulatory agencies. The time between the incurrence of costs and the granting of the rates to recover those costs by regulatory agencies is known as regulatory lag. As a result of regulatory lag, inflationary effects and timing delays may impact the ability to recover expenses and/or capital costs, and profitability could be impacted. In the event of significant inflation, the impact of regulatory lag on the Company would be increased. In order to mitigate this exposure, the Regulated Services Group seeks to obtain approval for regulatory constructs in the states in which it operates to allow for timely recovery of operating expenses and capital costs.

The Renewable Energy Group's assets are subject to long term PPAs, most of which are not indexed to inflation and could experience declines in profitability if operating costs increase at a rate greater than the offtake price.

Development and construction projects could experience a decrease in expected returns as a result of increased costs. To mitigate the risk of inflation the Company attempts to enter into fixed price construction agreements and fixed price offtake agreements.

Tariff Risk

Changes in tariffs or duties, such as antidumping and countervailing duty rates that could be put in place as a result of the U.S. Department of Commerce's investigation into an antidumping and countervailing duties circumvention claim on solar cells and panels supplied from Malaysia, Vietnam, Thailand and Cambodia, may adversely affect the capital expenditures required to develop or construct the Corporation's projects, as well as the timing for completion, or viability, of such projects. In the U.S., tariffs have been imposed in recent years on imports of solar panels, aluminum and steel, among other goods and raw materials. These occurrences may have adverse impacts to the Corporation, as the buyer of goods, which could adversely affect the Corporation's expected returns, results of operations and cash flows.

Litigation Risks and Other Contingencies

AQN and certain of its subsidiaries are involved in various litigation, claims and other legal and regulatory proceedings that arise from time to time in the ordinary course of business. Any accruals for contingencies related to these items are recorded in the financial statements at the time it is concluded that a material financial loss is likely and the related liability is estimable. Anticipated recoveries under existing insurance policies are recorded when reasonably assured of recovery.

Mountain View Fire

On November 17, 2020, a wildfire now known as the Mountain View Fire occurred in the territory of Liberty Utilities (CalPeco Electric) LLC ("Liberty CalPeco"). The cause of the fire remains under investigation, and CAL FIRE has not yet released its final report. There are currently 17 active lawsuits that name certain subsidiaries of the Company as defendants in connection with the Mountain View Fire, as well as one non-litigation claim brought by the U.S. Department of Agriculture seeking reimbursement for alleged fire suppression costs. Twelve lawsuits are brought by groups of individual plaintiffs alleging causes of action including negligence, inverse condemnation, nuisance, trespass, and violations of Cal. Pub. Util. Code 2106 and Cal. Health and Safety Code 13007 (one of these twelve lawsuits also alleges the wrongful death of an individual and various subrogation claims on behalf of insurance companies). In another lawsuit, County of Mono, Antelope Valley Fire Protection District, and Bridgeport Indian Colony allege similar causes of action and seek damages for fire suppression costs, law enforcement costs, property and infrastructure damage, and other costs. In four other lawsuits, insurance companies allege inverse condemnation and negligence and seek recovery of amounts paid and to be paid to their insureds. The likelihood of success in these lawsuits cannot be reasonably predicted. Liberty CalPeco intends to vigorously defend them. The Company has wildfire liability insurance that is expected to apply up to applicable policy limits.

Apple Valley Condemnation Proceedings

On January 7, 2016, the Town of Apple Valley filed a lawsuit seeking to condemn the utility assets of Liberty Utilities (Apple Valley Ranchos Water) Corp. ("Liberty Apple Valley"). On May 7, 2021, the Court issued a Tentative Statement of Decision denying the Town of Apple Valley's attempt to take the Apple Valley water system by eminent domain. The ruling confirmed that Liberty Apple Valley's continued ownership and operation of the water system is in the best interest of the community. On October 14, 2021, the Court issued the Final Statement of Decision. The Court signed and entered an Order of Dismissal and Judgment on November 12, 2021. On January 7, 2022, the Town filed a notice of appeal of the judgment entered by the Court. On August 2, 2022, the Court issued a ruling awarding Liberty Apple Valley approximately \$13.2 million in attorney's fees and litigation costs. The Town filed a notice of appeal of the fee award on August 22, 2022. The Town's appeal of the condemnation judgment and fee award have been consolidated into one appellate docket, which is proceeding before the Court of Appeals.

Technology Infrastructure Implementation Risk

The Company relies upon various information and operational technology infrastructure systems to carry out its business processes and operations. This subjects the Company to inherent costs and risks associated with maintaining, upgrading, replacing and changing information and operational technology systems. This includes impairment of its technology systems, potential disruption of operations, business process and internal control systems, substantial capital expenditures, demands on management time and other risks of delays, and difficulties in upgrading, transitioning and integrating technology systems.

AQN and certain of its subsidiaries are in the process of updating their technology infrastructure systems through the implementation of an integrated customer solution platform, which is expected to include customer billing, enterprise resource planning systems and asset management systems. The implementation of these systems is being managed by a dedicated team. Following successful pilot implementations, deployment began in 2022 and is expected to occur in a phased approach across the enterprise through 2024. The implementation of such technology systems will require the investment of significant financial and human resources. Disruptions, delays or deficiencies in the design, implementation, or operation of these technology systems or integration of these systems with other existing information technology or operations technology could: adversely affect the Company's operations, including its ability to monitor its business, pay its suppliers, bill its customers, and report financial information accurately and on a timely basis; lead to higher than expected

costs; lead to increased regulatory scrutiny or adverse regulatory consequences; or result in the failure to achieve the expected benefits. As a result, the Company's operations, financial condition, cash flows and results of operations could be adversely affected.

QUARTERLY FINANCIAL INFORMATION

The following is a summary of unaudited quarterly financial information for the eight quarters ended March 31, 2023:

(all dollar amounts in \$ millions except per share information)	2nd Quarter 2022	3rd Quarter 2022	4th Quarter 2022	1st Quarter 2023
Revenue	\$ 619.4	\$ 664.6	\$ 748.0	\$ 778.6
Net earnings (loss) attributable to shareholders	(33.4)	(195.2)	(74.4)	270.1
Net earnings (loss) per share	(0.05)	(0.29)	(0.11)	0.39
Diluted net earnings (loss) per share	(0.05)	(0.29)	(0.11)	0.39
Adjusted Net Earnings ¹	109.7	72.8	151.0	119.9
Adjusted Net Earnings per common share ¹	0.16	0.11	0.22	0.17
Adjusted EBITDA ¹	289.3	278.5	358.3	341.0
Total assets	17,737.9	17,653.3	17,627.6	17,927.1
Long term debt ²	7,455.4	7,705.1	7,512.3	7,849.2
Dividend declared per common share	\$ 0.18	\$ 0.18	\$ 0.18	\$ 0.11
	2nd Quarter 2021	3rd Quarter 2021	4th Quarter 2021	1st Quarter 2022
Revenue	\$ 524.1	\$ 524.4	\$ 592.0	\$ 733.2
Net earnings (loss) attributable to shareholders	103.2	(27.9)	175.6	91.0
Net earnings (loss) per share	0.16	(0.05)	0.27	0.13
Diluted net earnings (loss) per share	0.16	(0.05)	0.26	0.13
Adjusted Net Earnings ¹	91.7	96.0	137.0	141.2
Adjusted Net Earnings per common share ¹	0.15	0.15	0.21	0.21
Adjusted EBITDA ¹	244.8	250.3	298.3	330.5
Total assets	16,453.7	16,699.0	16,797.5	17,669.9
Long term debt ²	6,622.6	6,870.3	6,211.7	7,191.6
Dividend declared per common share	\$ 0.17	\$ 0.17	\$ 0.17	\$ 0.17

¹ See *Caution Concerning Non-GAAP 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 \$524.1 million and \$778.6 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 \$195.2 million and earnings of \$270.1 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

AQN's management carried out an evaluation as of March 31, 2023, under the supervision of and with the participation of AQN's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of the design and operations of AQN'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, 2023, AQN's disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by AQN in reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in rules and forms of the U.S. Securities and Exchange Commission, 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 Company's internal control over financial reporting is that established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission.

Changes in Internal Controls over Financial Reporting

For the three months ended March 31, 2023, 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 or 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

AQN 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.

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