

APUC Investor Presentation

June 2019

All dollar amounts presented in U.S. $ unless otherwise noted.

FORWARD-LOOKING STATEMENTS DISCLAIMER

Certain written and oral statements contained or made in this presentation and discussion are forward-looking within the meaning of applicable securities laws and reflect the views of Algonquin Power & Utilities Corp. (“APUC” or the “Company”) with respect to future events, based upon assumptions relating to, among others, the performance of the Company's assets and business, and the financial and regulatory climates in which it operates. These forward-looking statements include, among others, statements with respect to the expected performance of the Company, its development projects, its future plans, the closing of its previously-announced acquisitions, its capital expenditure plans, and its dividends to shareholders.

Since forward-looking statements relate to future events and conditions, by their very nature they require us to make assumptions and involve inherent risks and uncertainties. We caution that although we believe our assumptions are reasonable in the circumstances, these risks and uncertainties give rise to the possibility that our actual results may differ materially from the expectations set out in the forward-looking statements. Material risk factors include those presented in the Company’s management discussion & analysis and annual information form. Given these risks, undue reliance should not be placed on forward-looking statements, which apply only as of their dates. Except as required by law, the Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise.

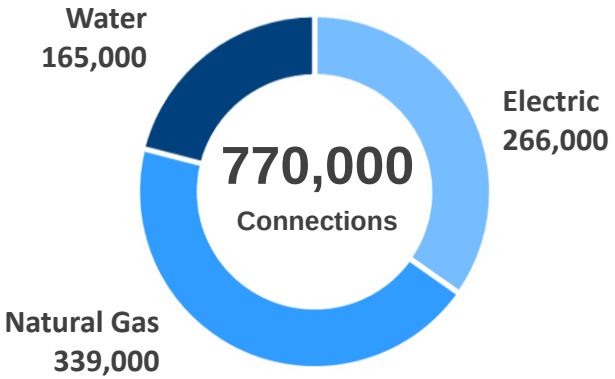
NON-GAAP FINANCIAL MEASURES DISCLAIMER

The terms “adjusted net earnings”, “adjusted net earnings per share”, “earnings before interest, taxes, depreciation and amortization” (“EBITDA”), “adjusted EBITDA”, and “adjusted funds from operations” (together the “Financial Measures”) are used in this presentation. The Financial Measures are not recognized measures under U.S. GAAP. There is no standardized measure of the Financial Measures, consequently APUC’s method of calculating these measures may differ from methods used by other companies and therefore they may not be comparable to similar measures presented by other companies. For a reconciliation of the Financial Measures used in the presentation to their corresponding U.S. GAAP measures, please see the Appendix - Non-GAAP Financial Measures beginning on page 22 of this presentation and please refer to APUC’s most recent management discussion & analysis.

Overview – Algonquin Power & Utilities Corp.

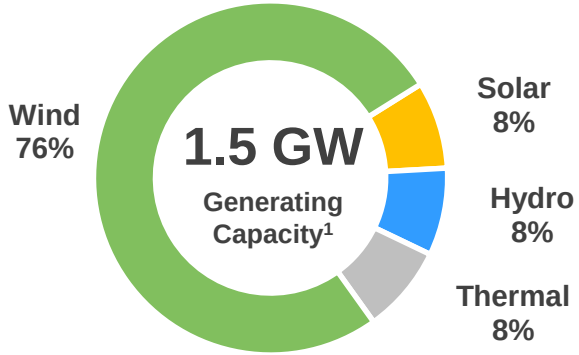
Liberty Utilities

- Regulated water, natural gas and electric utility services
- Emphasis on local approach to our key stakeholders:
  - *Customers*
  - *Communities*
  - *Employees*
  - *Regulators*



Liberty Power

- Renewable and clean power development and operations
- Diverse, stable portfolio with long-term contracts
- Investment in sustainable sources of renewable energy
- Additional growth in International markets through Atlantica and AAGES



Multiple avenues for growth within 5-year, U.S. $7.5 B capital program

1. *Represents combined gross generating capacity as of March 31, 2019.*

Our Strategic Objective and Financial Expectations

Strategic Objective

To be a top quartile integrated utility as measured by:

Safety ♦ Customer Experience ♦ Employee Engagement ♦ Financial Performance ♦ Commitment to Sustainability

Financial Goals

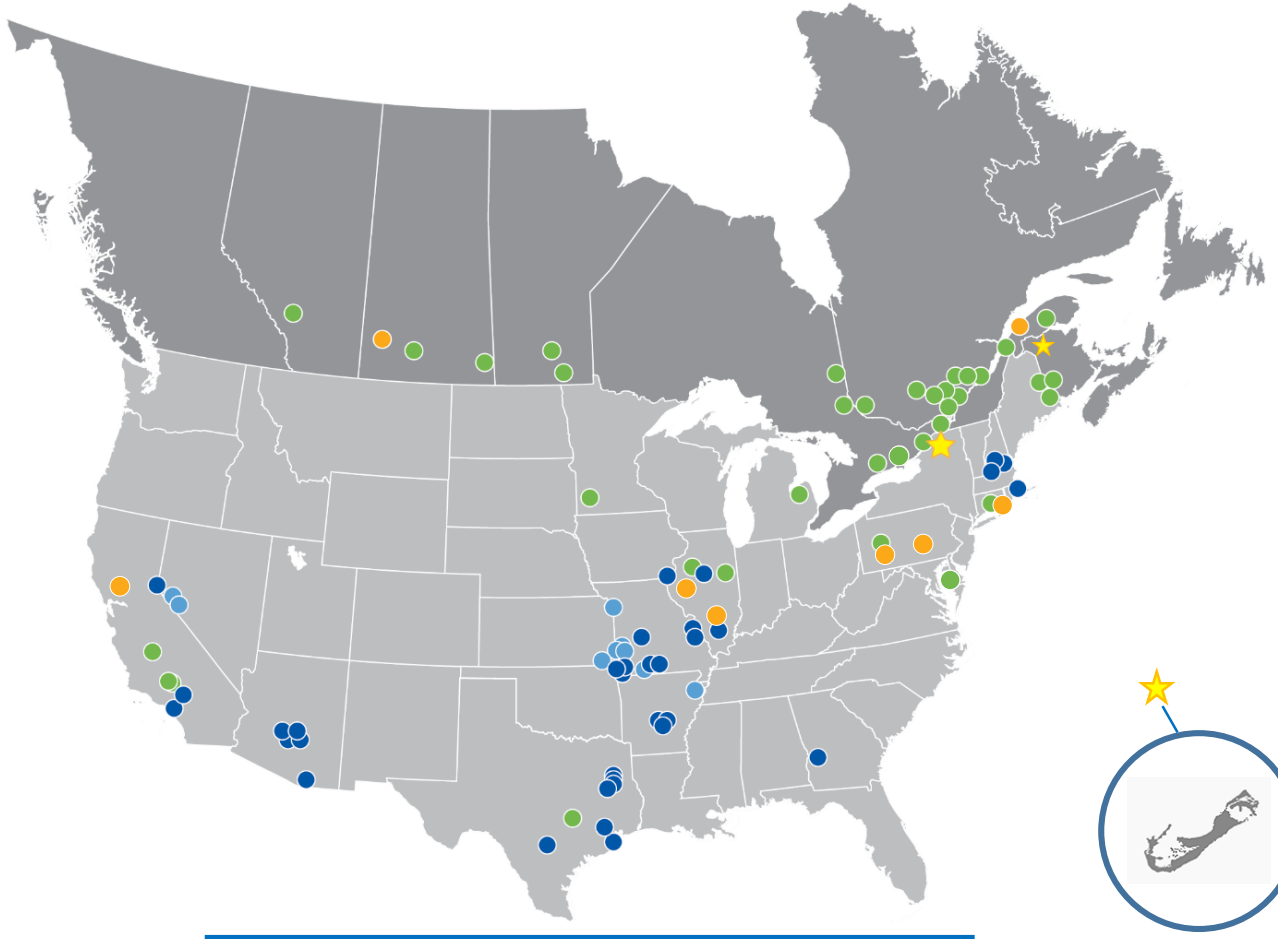
Adj. EPS Growth	Dividend Growth	Credit Rating
>10% CAGR	Industry Leading Dividend Growth	BBB

Avenues for Growth

Regulated Utilities	Acquisitions	Canada / United States	Diversified Modalities
Contracted Power Generation	Organic Growth	International Markets	Local Expansion

Multi-strategy approach to delivering predictable, sustainable growth over the short, medium and long-term

Sustainable Power & Utilities – North American Emphasis, with Global Reach



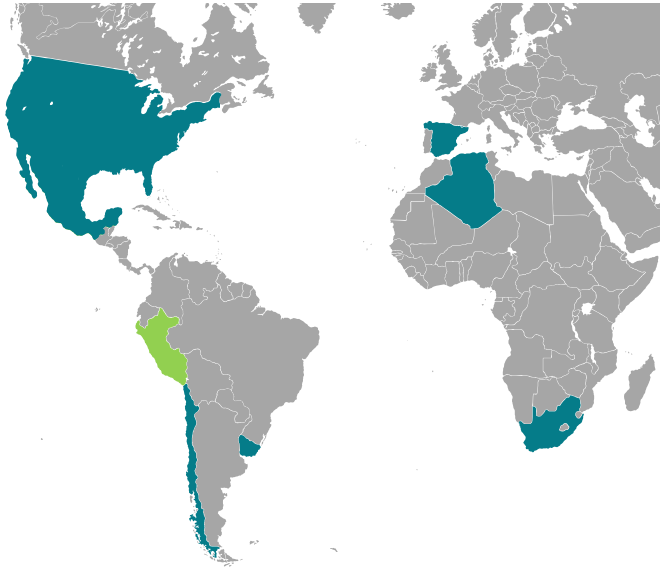
Non-Regulated Independent Power

U.S. and Canada

- Operating Facility
- Development Project

International - Infrastructure

- Near-Term Project Opportunities[1]
- Operating Facilities[2]

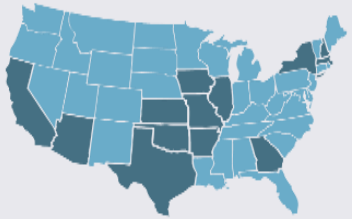


Regulated Utility Operations

- Transmission and Distribution Utility
- Utility Owned Generation
- Acquisitions *(Pending approval)*

1. *In Q1 2019, AAGES secured the winning bid for a high voltage transmission line project located in Uruguay.*
2. *APUC interest represented by proportional interest in Atlantica Yield.*

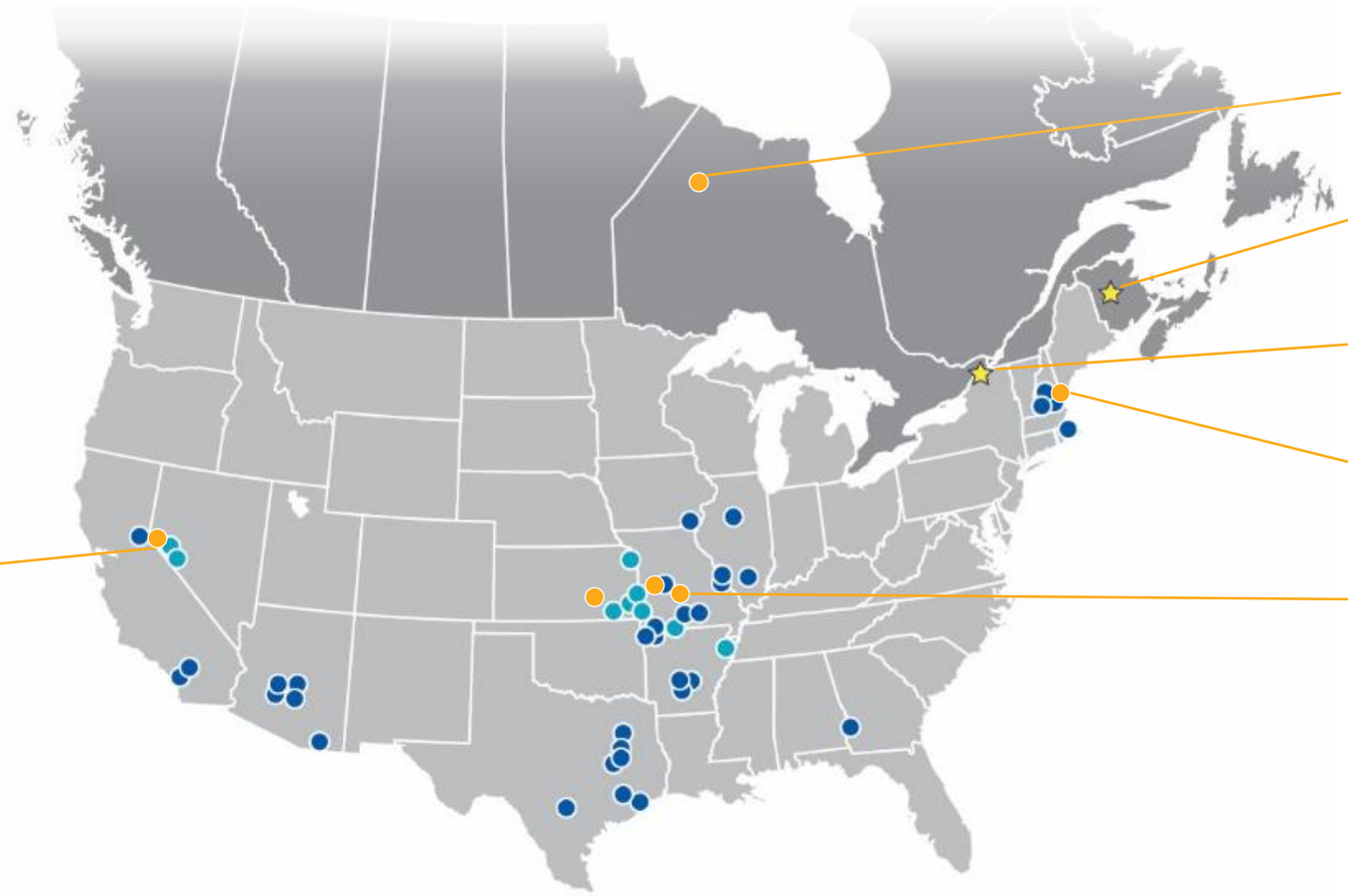
Liberty Utilities Offers Predictable Earnings and Growth

770,000 customers 266,000 electric / 339,000 gas / 165,000 water		▪ Stable, predictable earnings and return protection across diverse customer base ▪ Core customer care competence
2,200 + employees		▪ Skilled at managing complex projects ▪ Deep operational expertise ▪ Multiple franchise areas
40 utilities **13** U.S. states, **1** CDN province *Includes pending St. Lawrence Gas and NB Gas acquisitions.*		▪ Diversified regulatory jurisdictions ▪ Efficient capital deployment ▪ Regulatory relationship management
U.S. **$6.0** B regulated utility assets		▪ Excellent growth track record ▪ Achieved 5-year CAGR of over 25% ▪ Accretive acquisitions in supportive regulatory environments

Diverse Set of Proposed Utility Investment Opportunities

Investment in resilient, safe, modern utility operations

- ***Safety and Reliability*** – U.S. $2.1 B
- ***Grid Modernization*** – U.S. $0.6 B
- ***Customer Experience*** – U.S. $0.4 B



"C100" Initiative - CA
U.S. $0.3 B
Path to 100% Renewable Energy

- Transmission and Distribution utility
- Rate-based generation
- Utility investment initiative
- ☆ Pending acquisition

Wataynikaneyap Transmission - ON, Canada
U.S. $0.1 B
Electric transmission project

New Brunswick Gas - NB, Canada
U.S. $0.3 B
Natural Gas utility acquisition[1]

St. Lawrence Gas - NY
U.S. $0.1 B
Natural Gas utility acquisition[1]

Granite Bridge - NH
U.S. $0.4 B
LNG pipeline and storage

Customer Savings Plan - MO and KA
U.S. $1.1 B
Wind - 600 MW (3 projects)

U.S. $5.3 B of anticipated utility investment within next five years while maintaining competitive customer rates

1. *The New Brunswick Gas and St. Lawrence Gas acquisitions are expected to close in Q3 2019.*

Recent Gas Utility Acquisitions Nearing Completion

New Brunswick Gas – NB, Canada

- High-quality utility serving three urban centers
- Currently serves approximately 12,000 customers
- Fully regulated with cost of service construct
- Pipeline infrastructure supports customer growth
- Closing expected in Q3 2019

St. Lawrence Gas – NY, USA

- 685 miles of mains/services
- Currently serves approximately 16,000 customers
- Water heater/conversion burner rental business
- Focus on accelerating natural gas fuel adoption
- Closing expected in Q3 2019







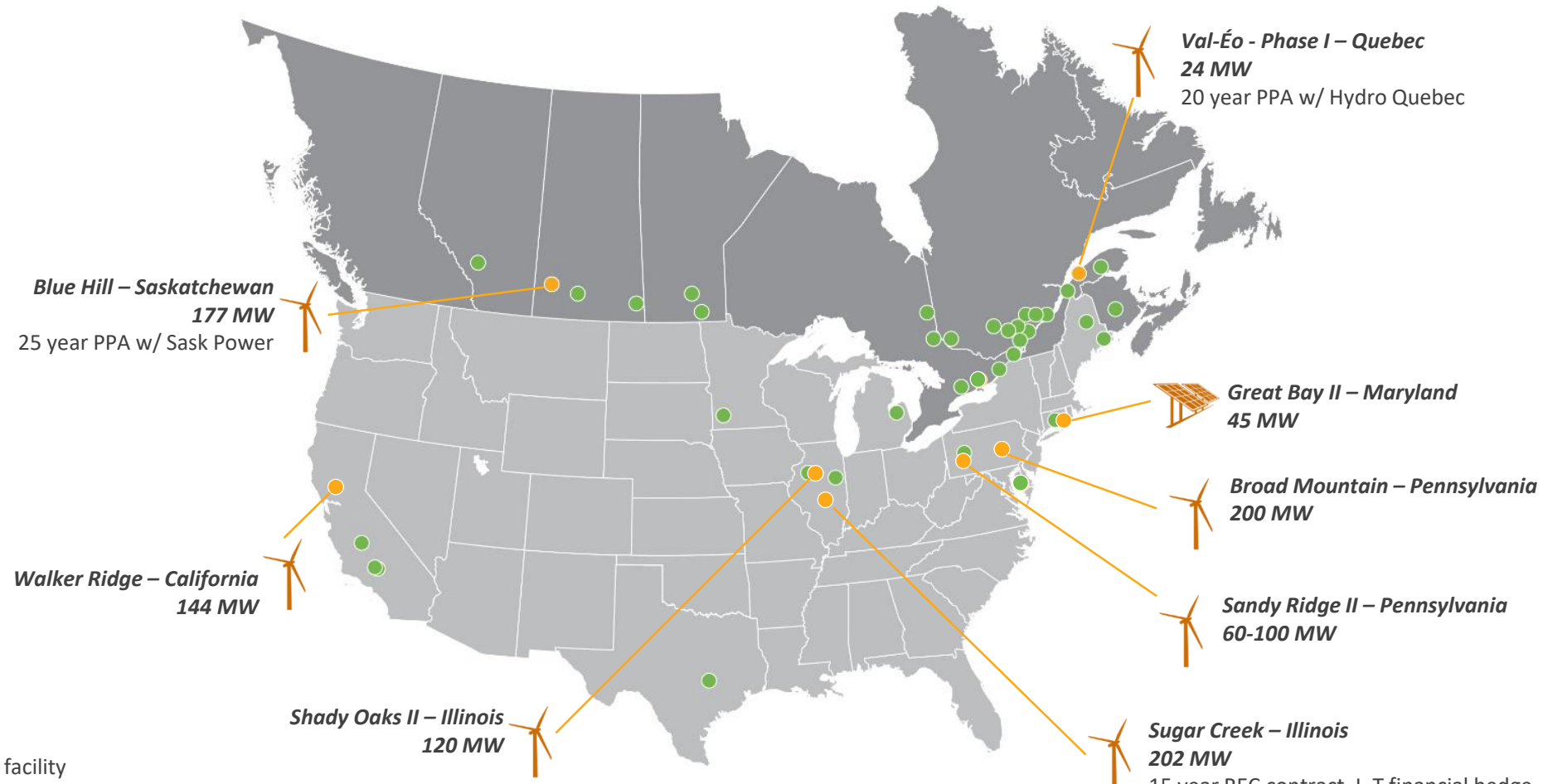
Both acquisitions expected to make earnings contributions in 2019

Liberty Power – Diversified Fleet, Strong Growth Potential

39 Renewable and Clean Energy Facilities[1]		Attractive returns and strong cash flow from renewable and clean energy generation sourced from water, wind, solar, and natural gas
Global footprint		Diverse generating fleet by both modality, geography and technology provides stable production profile
1.5 GW Combined gross generating capacity[1]		86% of generation under long term power purchase contracts with inflation escalators
14 years average PPA length		Targeting unlevered after-tax IRRs of greater than 8%

1. *Facilities and capacity totals do not include development projects, or facilities owned by Atlantica Yield plc in which APUC owns a 44.2% equity interest as at June 3, 2019 (per latest 13D filing).*

Significant Pipeline of Renewable Energy Projects



Anticipated U.S. $1.7 B in North American development initiatives within next five years

Driving Long-Term Value Through Renewables Growth

Value of Production Tax Credits (PTC) part of value 'stack' for U.S. wind investments

- Self monetized PTCs directly drive Algonquin future earnings and cash through a continued reduction of current income taxes
- When 3rd party tax equity solicited, Algonquin receives all the cash up front, and future earnings reflect PTC value in the form of continuing HLBV[1] income



Long-term forward power prices in Algonquin targeted markets forecast to rise over next 10 years, reflective of the following drivers:

- Significant legacy coal retirement and modest (0.7%) load growth driving need for new generation
- Combination of wind, solar and natural gas facilities forecast to replace retiring baseload facilities - future market rates to be set by rising natural gas prices (due to higher demand)
- New wind generation will be bid into the market at fully burdened cost (no PTC driven negative pricing)

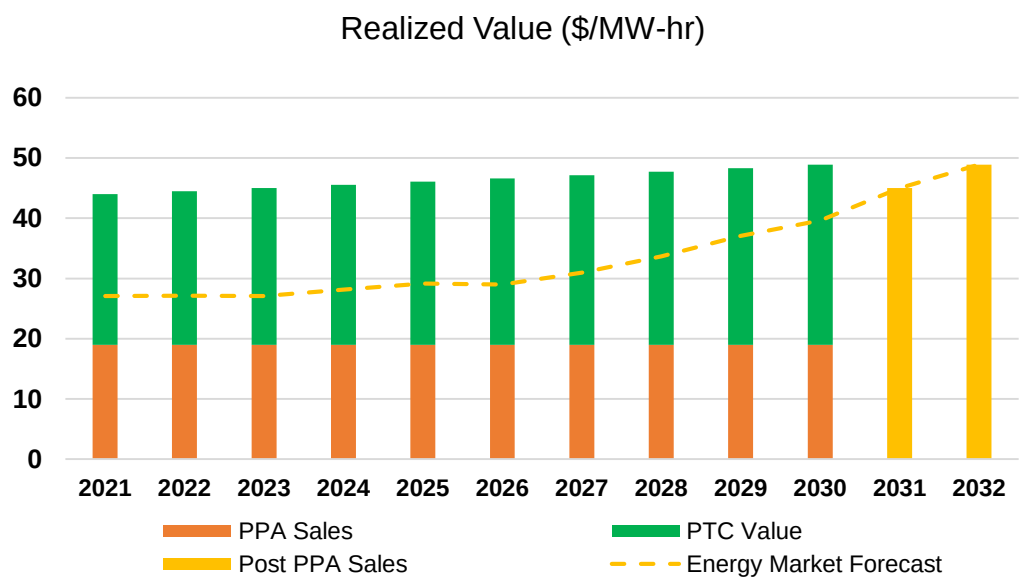


Rise in long-term energy rates expected to offset decline in PTCs/HLBV income

1. Hypothetical Liquidation at Book Value.

Long-Term Economics of U.S. Wind Projects

MISO IL Hub - Forward Price Forecast



Wood Mackenzie, 2018 H2 Federal Carbon [base] case.

- Forward price forecasts in targeted power markets anticipate rising power prices
- Drivers of rising power prices
  - Planned retirements of power plants requiring build out of new facilities
  - Stable to growing electricity demand
- Long term, phase out of HLBV income/PTC monetization is expected to be offset by rising power prices

Rise in long-term energy rates expected to offset decline in PTCs/HLBV income

International Development Focus

Measured growth

- Clean energy, transmission and water infrastructure
- Opportunity generation through response to tenders and pursuit of greenfield development

Opportunities related to regulated utilities, renewables, electric transmission, and water infrastructure

- **Regulated utilities** – Agreed to acquire electric distribution utility in Bermuda (BELCO); Expected to close in Q4 2019
- **Renewables** – Development teams in Spain, Peru and Colombia. Leveraging the extensive footprint of existing assets
- **Electric transmission** – Recently secured winning bid for 80 km, HV transmission line in Uruguay
- **Water infrastructure** – AAGES has experienced team of former Abengoa water experts

U.S. $0.5 B of anticipated International growth investment

- Includes U.S. $0.2 B commitment for development of first AAGES project - ATN 3 transmission line by AAGES
- Includes U.S. $0.2 B commitment for the acquisition of Bermuda Electric Light Company (BELCO)

Desalination



Wastewater



Water Treatment



Transmission



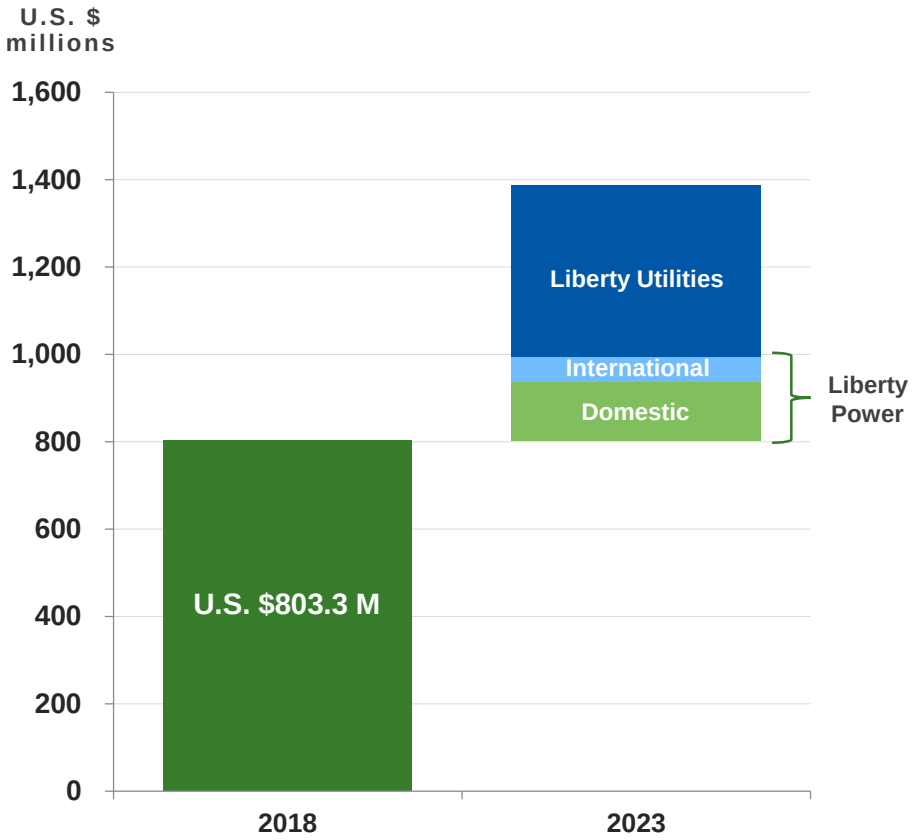
Electric Distribution



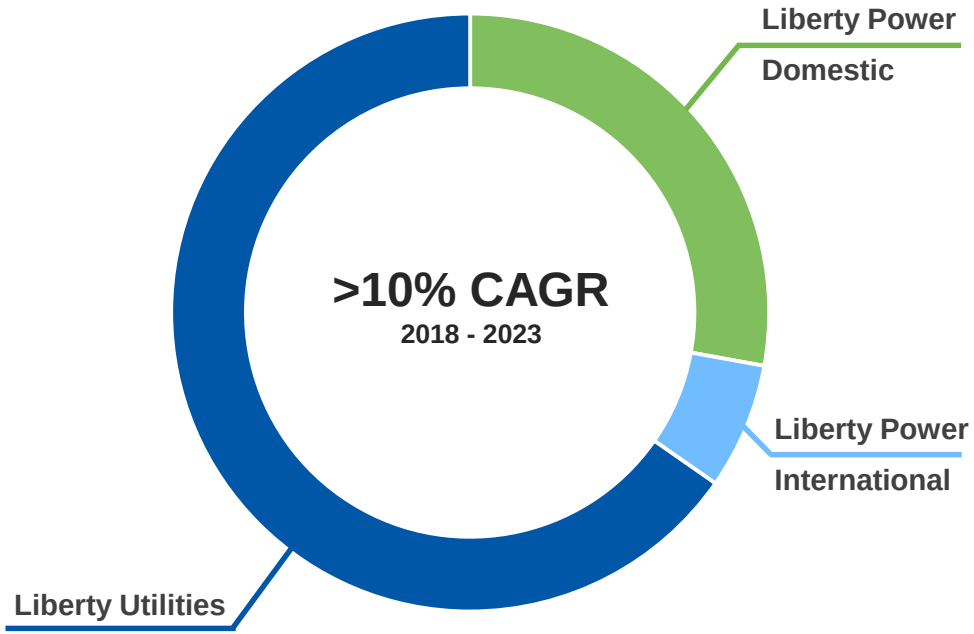
New markets increase available opportunities and growth trajectory

Compelling Long-Term Growth

Adjusted EBITDA Walk

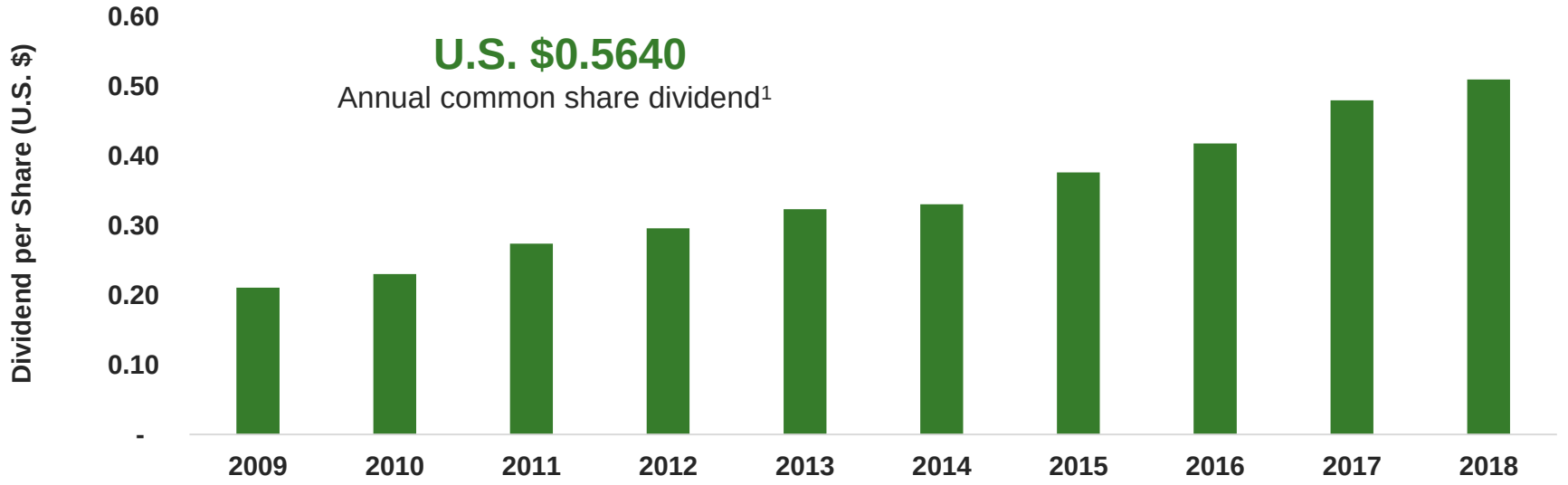


2023 Projected Adjusted EBITDA Split



Offering a strong, visible and conservative growth plan through 2023

Demonstrated Track Record Common Share Dividend Growth



Robust growth model

- Earnings per share growth of >10% supports targeted annual dividend increase
- APUC's dual-listing on TSX/NYSE provides strong access to N.A. capital markets
- APUC is part of the S&P/TSX Canadian Dividend Aristocrats Index

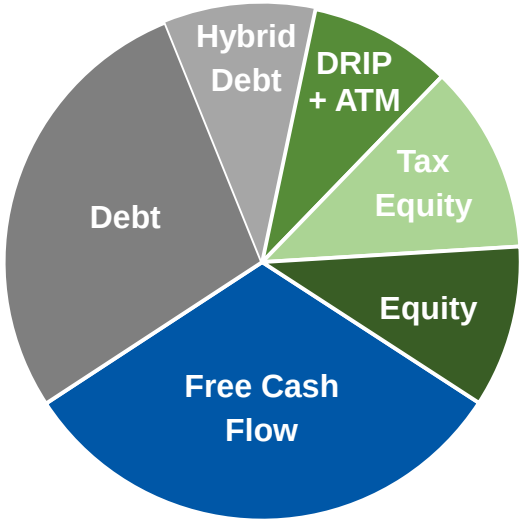
Diversified, conservative business platform

- Long-term investment grade BBB fixed rate debt financing
- Large proportion of earnings from regulated utility operations
- Reduced commodity price exposure through inflation indexed long-term PPAs

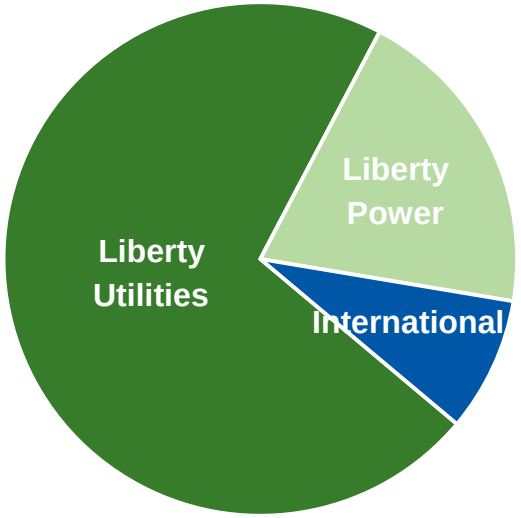
1. *Annualized using Q2/2019 dividend rate. For further information on APUC's dividend policy, see APUC's most recent annual information form.*

U.S. $7.5 Billion, 5 Year Capital Program

Sources of Capital



Uses of Capital



High degree of financial flexibility to execute on growth plans

- ✓ Relatively low payout ratio provides significant internally-generated cash flows
- ✓ Premium dividend reinvestment program and tax equity provide additional sources of capital
- ✓ Capital access further strengthened through recent introduction of ATM and hybrid debt

Investment Grade Capital Structure

(in U.S. $ millions)	As of Mar 31, 2019[1]	
Long-term debt	**3,031**	**41%**
Preferred shares / Sub. Notes[1]	**805**	**11%**
Equity	**3,548**	**48%**
Total capitalization	**7,384**	**100%**

- APUC has strong access to debt capital markets in both Canada and the U.S.
- Issued U.S. $637.5 million of Subordinated Notes and U.S. $184.3 million of Preferred Shares
- Capital structure has room for over U.S. $700 million of preferred shares/subordinated notes

Liberty Power Bond Platform

- Canadian public style bond platform
- C$950 M senior unsecured bonds I/O
- Investment-grade credit ratings:
  - S&P: BBB / DBRS: BBB / Fitch: BBB

Liberty Utilities Bond Platform

- U.S. private placement market
- U.S. $1,225 M senior unsecured bonds I/O
- Investment-grade credit ratings:
  - S&P: BBB / DBRS[2]: BBB (high) / Fitch: BBB

Highly committed to maintaining investment-grade capital structure

1. *Includes $350 M subordinated notes issued subsequent to March 31, 2019.*
2. *Issuer rating for Liberty Utilities Finance GP1.*

Algonquin Power & Utilities Corp. – Why Invest?

Earnings & Cash Flows

- Long-term contracted cash flows and regulated utility earnings
- Significant forecast growth from commercially secured pipeline
- Diverse operations result in stable earnings profile

Sustainable Dividend Growth

- Annual dividend increases for eight consecutive years
- Current annual dividend of U.S. $0.5640[1], paid quarterly
- Industry-leading dividend growth

Robust Development Program

- Line-of-sight on U.S. $7.5 B of growth over next five years
- New pathways to international growth
- Maintaining valuable business and technology mix

Enterprise-wide Focus on Sustainability and Risk Management

- Investment grade capital structure
- Long-term corporate commitment to Sustainability
- Dedicated enterprise risk management and internal audit functions

Proven Management Team

- Thirty years of power generation development and utility expertise
- Entrepreneurial roots are core to the corporate culture
- Growing team with experienced talent

1. *Annualized using Q2 2019 dividend rate. For further information on APUC's dividend policy, see APUC's most recent annual information form.*

ALGONQUIN
Power & Utilities Corp.

Appendix



Financial Performance – Full-Year 2018

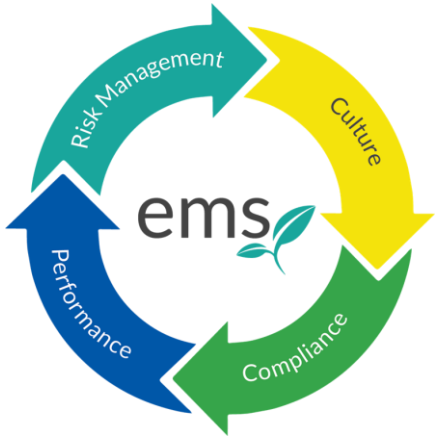
All figures are in USD millions except per share data	Full Year Ended December 31		
	2018	**2017**	**Variance**
Revenue	**1,647.4**	**1,521.9**	**8%**
Net earnings attributable to shareholders	**185.0**	**149.5**	**24%**
Per share	**0.38**	**0.37**	**3%**
Adjusted net earnings[1]	**312.2**	**225.0**	**39%**
Per share[1]	**0.66**	**0.57**	**16%**
Adjusted EBITDA[1]	**803.3**	**689.4**	**17%**
Adjusted Funds from Operations[1]	**554.1**	**477.1**	**16%**
Dividend per share	**0.5011**	**0.4660**	**8%**

1. *Please see Disclaimer on Non-GAAP Financial Measures on page 2 of this presentation, and the Appendix for Reconciliation of non-GAAP Financial Measures.*

Commitment to Sustainability and Risk Management

Sustainability is strongly aligned with APUC's core values

- APUC Sustainability Policy aligned with UN Sustainable Development Goals
- Enterprise-wide sustainability framework and strategy being developed
- Documentation and stakeholder communication of APUC's existing sustainable business practices and track record underway
- Establishing longer-term corporate sustainability goals and performance metrics
- Ten-year track record of reporting under the Carbon Disclosure Project (CDP)



Enterprise risk management culture

- Dedicated, cross-functional/cross-regional enterprise risk management ("ERM") team
- Executive oversight of top risks and effectiveness of ERM program

Key ERM program initiatives have been established

- Integration with strategic planning and budgeting processes
- Risk mitigation plans required for top enterprise risks
- Fostering risk awareness culture throughout the enterprise



Non-GAAP Financial Measures

Reconciliation of Adjusted EBITDA to Net Earnings

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

	Three Months Ended Mar 31		Twelve Months Ended Dec 31	
(all dollar amounts in USD millions)	**2019**	**2018**	**2018**	**2017**
Net earnings attributable to shareholders	$86.4	$17.6	$185.0	$149.5
Add (deduct):				
Net earnings attributable to non-controlling interest, exclusive of HLBV	7.6	0.7	4.8	2.4
Income tax expense	14.8	33.1	53.4	73.4
Interest expense on Conv. Debs & acquisition financing costs	—	—	—	13.4
Interest expense on long-term debt and others	42.6	35.5	152.1	142.4
Other losses (gains)	0.6	(1.2)	2.7	0.7
Acquisition-related costs	1.9	7.6	0.7	47.7
Pension and post-employment non-service costs[1]	1.3	0.4	3.9	9.0
Change in value of investment in Atlantica carried at fair value	5.8	117.0	138.0	—
Costs related to tax equity financing	—	—	1.3	1.8
Loss (gain) on derivative financial instruments	0.2	0.1	0.6	(1.9)
Realized (loss) gain on energy derivative contracts	(0.2)	—	0.1	(0.6)
Loss (gain) on foreign exchange	(0.5)	0.2	(0.1)	0.3
Depreciation and amortization	71.0	68.6	260.8	251.3
Adjusted EBITDA	**$231.5**	**$279.6**	**$803.3**	**$689.4**

1. As a result of adoption of ASU 2017-07 certain components of net benefit pension costs are considered non-service costs and are now classified outside of operating income (see annual audited financial statements note 2(a)).

Non-GAAP Financial Measures

Reconciliation of Adjusted Net Earnings to Net Earnings

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

	Three Months Ended Mar 31		Twelve Months Ended Dec 31	
(all dollar amounts in U.S. $ millions, except per share data)	**2019**	**2018**	**2018**	**2017**
Net earnings attributable to shareholders	$86.4	$17.6	$185.0	$149.5
Add (deduct):				
Loss (gain) on derivative financial instruments	0.2	0.1	0.6	(1.9)
Realized (loss) gain on energy derivative contracts	(0.2)	—	0.1	(0.6)
Loss (gain) on long-lived assets, net	0.2	(1.2)	0.8	(1.8)
Loss (gain) on foreign exchange	(0.5)	0.2	(0.1)	0.3
Interest expense on Conv. Debs & acquisition financing costs	—	—	—	13.4
Acquisition-related costs	1.9	7.6	0.7	47.7
Change in value of investment in Atlantica carried at fair value	5.8	117.0	138.0	—
Costs related to tax equity financing	—	—	1.3	1.8
Other adjustments	—	—	—	2.5
U.S. Tax Reform and related deferred tax adjustments[1]	—	—	(18.4)	17.1
Adjustment for taxes related to above	—	(0.3)	4.2	(3.0)
Adjusted Net Earnings	$93.8	$141.0	$312.2	$225.0
Adjusted Net Earnings per share[2]	**$0.19**	**$0.32**	**$0.66**	**$0.57**

1. Represents the non-cash accounting charge related to the revaluation of U.S. net deferred income tax assets and liabilities as a result of U.S. Tax Reform (see U.S. Tax Reform for additional information).
2. Per share amount calculated after preferred share dividends and excluding subscription receipts issued for projects or acquisitions not reflected in earnings.

Non-GAAP Financial Measures

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

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

	Three Months Ended Mar 31		Twelve Months Ended Dec 31	
(all dollar amounts in USD millions)	**2019**	**2018**	**2018**	**2017**
Cash flows from operating activities	$122.1	$97.0	$530.4	$326.6
Add (deduct):				
Changes in non-cash operating items	45.9	63.0	8.1	87.7
Production based cash contributions from non-controlling interests	3.6	11.3	13.9	7.9
Interest expense on Conv. Debs & acquisition financing costs[1]	—	—	—	7.2
Acquisition-related costs	1.9	7.6	0.7	47.7
Reimbursement of operating expenses incurred on joint venture	—	1.0	1.0	—
Adjusted Funds from Operations	**$173.5**	**$179.9**	**$554.1**	**$477.1**

1. Exclusive of deferred financing fees of $6.2 million.

Notes

ALGONQUIN
Power & Utilities Corp.

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Corporate Information

Head Office	Oakville, ON
Common Share Symbol	TSX/NYSE: AQN
Subordinated Notes Symbols	NYSE: AQNA, AQNB
Preferred Share Symbols	TSX: AQN.PR.A, AQN.PR.D
Shares Outstanding*	492,947,029
Share Price*	U.S.$12.11
Market Capitalization	U.S.$6.0 B
Dividend**	U.S.$0.5640 per share annually

* Shares outstanding as of May 31, 2019 and price (NYSE) as of June 10, 2019.
** Annualized using Q2 2019 dividend rate.

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