INNERGEX

Renewable Energy.
Sustainable Development.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

and Management Information Circular – Solicitation of Proxies

April 9, 2020

Dear Shareholders,

It is our pleasure to invite you to the annual and special meeting of shareholders of Innergex Renewable Energy Inc. to be held on May 12, 2020 at 4 p.m. (Eastern daylight time) (the "**Meeting**"). This year, to proactively deal with the unprecedented public health impact of the Coronavirus (COVID-19) and to protect the health and safety of our communities, shareholders, employees and other stakeholders, we will hold our annual and special meeting in a virtual only format, which will be conducted via live audio webcast supported by visual aids. You will be able to attend the meeting online, submit your questions and vote on all the items during the meeting by visiting www.virtualshareholdermeeting.com/INE2020.

We are pleased to embrace the latest technology to provide easy access, improved communication, and cost savings for our shareholders and the Corporation. We believe hosting an online webcast meeting would enable greater participation by our shareholders by allowing shareholders that might not otherwise be able to travel to a physical meeting to attend online and participate from any location around the world. Holding an online shareholder meeting minimizes the health risk that may be associated with large gatherings and is also in line with our sustainability vision and belief.

During the Meeting, you will hear about our most recent results, our 2019 performance and our future plans.

Your participation in the affairs of the Corporation is important to us. If you attend the Meeting via webcast, you will have the opportunity to interact with members of the Board and senior executive officers of the Corporation. We encourage you to complete and return the enclosed proxy form or voting instruction form in the envelope provided for this purpose, so that your views can be represented. Even if you plan to attend the Meeting, you may find it convenient to vote your shares in advance of the Meeting.

This Circular contains important information on how and when to exercise your voting rights as shareholders and the items for consideration at the Meeting such as information about director nominations and compensation, our approach to executive officer compensation and our governance practices. Please take some time to read this Circular.

We appreciate your confidence in Innergex Renewable Energy Inc. and look forward to discussing with you.

Sincerely,

(s) Jean La Couture

Jean La Couture
Chair of the Board

(s) Michel Letellier

Michel Letellier
President and Chief Executive Officer

TABLE OF CONTENTS

INNERGEX RENEWABLE ENERGY INC.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO: Shareholders of Innergex Renewable Energy Inc.

You are invited to attend the annual and special meeting (the "**Meeting**") of the shareholders of Innergex Renewable Energy Inc. (the "**Corporation**") which will be held on May 12, 2020 at 4 p.m. (Eastern daylight time ("**EDT**")). This year, to proactively deal with the unprecedented public health impact of the Coronavirus (COVID-19) and to protect the health and safety of our communities, shareholders, employees and other stakeholders, we will hold our annual and special meeting in a virtual only format, which will be conducted via live audio webcast supported by visual aids. Shareholders will have the opportunity to participate at the online Meeting regardless of their location by visiting www.virtualshareholdermeeting.com/INE2020. At the Meeting, you'll have the opportunity to ask questions and vote on all the items to be considered.

During the meeting, we will cover the following items:

i. Receiving the audited consolidated financial statements of the Corporation for the financial year ended December 31, 2019, together with the report of the auditor thereon *(for details, see subsection "Presentation of Financial Statements" under the "Items to Be Acted upon at the Meeting" section of the management information circular of the Corporation dated April 9, 2020 (the "**Circular**"))*;

ii. Electing directors for the ensuing year *(for details, see "Our Board of Directors" section of the Circular)*;

iii. Appointing the auditor of the Corporation for the ensuing year and authorizing the directors of the Corporation to set its remuneration *(for details, see subsection "Appointment of the Auditor of the Corporation" under the "Items to Be Acted upon at the Meeting" section of the Circular)*;

iv. To consider and, if deemed appropriate, to pass, with or without variation, a special resolution authorizing the Corporation to amend its articles to increase the minimum number of directors from one (1) to three (3) and to increase the maximum number of directors from ten (10) to fourteen (14) *(for details, see subsection "Amendment to the Articles" under the "Items to Be Acted upon at the Meeting" section of the Circular)*;

v. To consider and, if deemed appropriate, to pass, with or without variation, a special resolution to reduce the stated capital account maintained in respect of the common shares of the Corporation to $500,000, and to credit to the contributed surplus account of the Corporation an amount equal to the difference between the current stated capital account maintained in respect of the common shares and $500,000 *(for details, see subsection "Reduction of Stated Capital Account" under the "Items to Be Acted upon at the Meeting" section of the Circular)*;

vi. To consider an advisory resolution on the Corporation's approach to executive compensation (*for details, see subsection "Advisory Vote on Executive Compensation" under the "Items to Be Acted upon at the Meeting" section and the "Compensation of Named Executive Officers" section of the Circular)*; and

vii. Transacting such other business that may be properly brought before the Meeting or any adjournment thereof.

NOTICE-AND-ACCESS

As permitted by Canadian securities regulators, you are receiving this notification as the Corporation has decided to use the "notice-and-access" mechanism for delivery to the shareholders of the Corporation ("**Shareholders**") of this notice of annual and special meeting of Shareholders, the Circular prepared in connection with the Meeting and other proxy-related materials (the "**Meetings Materials**"). This year, the Corporation has adopted notice-and-access for both the registered and non-registered Shareholders. Notice-and-access is a set of rules that allows issuers to post electronic versions of proxy-related materials online, via SEDAR and one other website, rather then mailing paper copies of such materials to Shareholders. Under the notice-and-access, Shareholders still receive a proxy form or voting instruction form enabling them to vote at the Meeting. However, instead of paper copies of the Meeting Materials, Shareholders receive this notice, which contains information on how they may access the Meeting Materials online and how to request paper copies of such documents. The use of notice-and-access will directly benefit the Corporation by substantially reducing its printing and mailing costs and is more environmentally friendly as it reduces paper use. The notice-and-access does not apply to the annual audited consolidated financial statements for the financial year ended December 31, 2019, together with the independent auditor's report thereon and related management's discussion and analysis (the "**Financial Statements**"), for Shareholders who had given instructions to receive a printed copy of the Financial Statements, the Corporation will mail a printed copy of same to the Shareholders through its transfer agent and registrar.

HOW TO ACCESS THE MEETING MATERIALS ELECTRONICALLY

On our website: www.innergex.com under "https://www.innergex.com/investors/reports .

On SEDAR: www.sedar.com under the Corporation's profile.

HOW TO REQUEST A PAPER COPY OF THE MEETING MATERIALS

Before the Meeting

If your name appears on a share certificate or a Direct Registration System (DRS) confirmation, you are considered as a "registered Shareholder". If your shares are listed in an account statement provided to you by an intermediary, you are considered as a "non-registered Shareholders". Whether you are a registered Shareholder or a non-registered Shareholder, you may request paper copies of the Meeting Materials at no cost to you up to one year from the date the Circular was filed on SEDAR, by contacting the Corporate Secretary of the Corporation at 450-928-2550 (toll-free at 1-866-550-2550) or by email at legal@innergex.com.

Please note that you will not receive another form of proxy or voting instruction form; please retain your current one to vote your Shares.

If your request is made before May 12, 2020 (the date of the meeting), the Meeting Materials will be sent to you within three business days of receipt of your request. In any case, requests for paper copies should be received at least ten (10) business days prior to the proxy deposit deadline, which is set for May 8, 2020 at 5:00 p.m. (EDT) in order to receive the Meeting Materials in advance of such date and the Meeting date. To ensure receipt of the paper copies in advance of the proxy deposit deadline and Meeting date, we estimate that your request must be received by no later than 5:00 p.m. (EDT) on April 24, 2020.

After the Meeting

By contacting the Corporate Secretary of the Corporation at 450 928-2550 or by email at legal@innergex.com. Paper copies of the Meeting Materials will be sent to you at no cost within ten (10) calendar days of receiving your request.

VOTE YOUR SHARES

March 31, 2020 has been chosen as the record date for determining the Shareholders entitled to receive notice of and to vote at the Meeting. The Circular provides additional information relating to the items to be dealt with at the Meeting and forms part of this notice.

Shareholders are reminded to read the Circular and other Meeting Materials carefully before voting their shares.

In order to ensure representation at the Meeting, registered Shareholders must complete the enclosed form of proxy and submit it as soon as possible but not later than 5 p.m. (EDT) on May 8, 2020 or 48 hours prior to the time of any adjournment or postponement of the Meeting (or such earlier time as required by your nominee).

Registered Shareholders and duly appointed proxyholders will be able to attend the Meeting by visiting www.virtualshareholdermeeting.com/INE2020 and be able to ask questions and vote, all in real time, provided they comply with all of the requirements set out in this Circular.

Non-registered Shareholders or Shareholders that hold their shares in the name of a "nominee", such as a bank, trust company, securities broker or other financial institution, must seek instructions from their nominee as to how to complete their form of proxy and vote their shares. Non-registered Shareholders will receive the appropriate form of proxy or voting instruction form in a mailing from their nominee. It is important that non-registered Shareholders adhere to the instructions provided to them by their nominee. Non-registered Shareholders who have duly appointed themselves as proxy holder may attend the Meeting, submit questions and vote their shares. Non-registered Shareholders who have not duly appointed themselves as proxy holder may only attend the Meeting and submit questions, but will not be able to vote.

Please note that you cannot vote by returning this notice. You may vote your shares on the Internet, by phone, fax, mail or during the virtual Meeting. Please refer to the instructions on your separate proxy or voting instruction form or in the Circular under the heading "Management Information Circular" on how to vote using these methods.

QUESTIONS

If you have any questions regarding this notice or the Meeting, please contact Broadridge Investor Communications Corporation via email at proxy.request@broadridge.com. If you have any questions regarding the notice and access mechanism, contact Broadridge at 1-855-887-2244 (North American toll free number) or 905-507-5450 (outside of North America) or via email to noticeandaccess@broadridge.com.

Dated at Longueuil, Québec, this 9th day of April, 2020. By order of the Board of Directors

INNERGEX RENEWABLE ENERGY INC.

(s) Michel Letellier

Michel Letellier
President and Chief Executive Officer

MANAGEMENT INFORMATION CIRCULAR

This management information circular (the "**Circular**") is provided in connection with the solicitation of proxies to be used at the annual and special meeting of shareholders of Innergex Renewable Energy Inc. (the "**Corporation**") to be held on May 12, 2020 at 4 p.m. (EDT), or at any adjournment thereof (the "**Meeting**") for the purposes set forth in the Corporation's notice of Meeting (the "**Notice of Meeting**"). The Meeting will be held in a virtual only format, which will be conducted via a live audio webcast and will include slides. Shareholders will not be able to attend the Meeting in person, to participate in the Meeting they must visit www.virtualshareholdermeeting.com/INE2020 and follow the instructions set out below.

The proxy is being solicited by the management of the Corporation ("Management"). The solicitation is being made primarily by mail, but proxies may also be solicited by telephone, by facsimile, by the internet, by advertisement or by other personal contact by directors, officers and other employees of the Corporation. The entire cost of the solicitation will be borne by the Corporation.

Unless otherwise indicated, the information contained in this Circular is given as of April 8th, 2020.

ATTENDING THE ONLINE ANNUAL MEETING

To participate in the Meeting, shareholders (registered, nonregistered and holders of Employee Shares (as defined below)) will need to visit www.virtualshareholdermeeting.com/INE2020 and check-in using the control number included either on your proxy form or voting instruction form, as applicable. The Meeting platform is fully supported across browsers and devices running the most updated version of applicable software plugins. **You should ensure you have a strong, preferably high-speed, internet connection wherever you intend to participate in the Meeting**. The Meeting will begin promptly at 4:00 p.m. (EDT) on May 12, 2020. Online check-in will begin 15 minutes prior, at 3:45 p.m. (EDT). You should allow ample time for online check-in procedures. If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be posted on the Meeting log in page. The virtual Meeting allows you to attend the Meeting live, submit questions and your vote while the Meeting is being held if you have not done so in advance of the Meeting.

The Corporation is also providing a toll-free conference call for shareholders that do not have internet access or that prefer that method, either to verbally ask a question at the Meeting, or to listen in as an alternative to the webcast. Using your control number included either on your proxy form or voting instruction form, as applicable, you will be able to listen to the Meeting proceedings and submit your question verbally during the Meeting; however, you will not be able to vote your shares on the phone during the Meeting and will have to use the online webcast for that purpose if you have not done so in advance of the Meeting. To join the conference call, you must call 1-877-328-2502 (Canada and U.S.) or 1-412-317-5419 (international toll-free).

Guests will be able to attend the Meeting through the live webcast only, by joining the webcast as a guest www.virtualshareholdermeeting.com/INE2020. They will not be able to submit questions or vote. They will not be allowed to dial into the conference call.

SUBMITTING QUESTIONS

Following the Meeting, we will hold a live Q&A session, during which we intend to answer all written questions submitted before or during the Meeting. Only shareholders may submit questions during the Meeting. To ask a question during the Meeting you may do so in two ways: in writing through the live webcast at www.virtualshareholdermeeting.com/INE2020 after logging-in, type your question into the "Ask a Question" field, and click "Submit"; or verbally through the conference call by dialing 1-877-328-2502 (Canada and U.S.) or 1-412-317-5419 (international toll-free) using your control number. A meeting operator will queue-in your question and open the line at the appropriate time. Guests will not be able to submit questions during the Meeting.

The chairman of the Meeting reserves the right to edit or reject questions he deems profane or otherwise inappropriate. Any questions pertinent to the Meeting that cannot be answered during the Meeting due to time constraints will be posted online and answered at www.innergex.com/en/investors/. The questions and answers will be available as soon as practical after the Meeting and will remain available until one week after posting. The chairman of the Meeting has broad authority to conduct the Meeting in an orderly manner. To ensure the Meeting is conducted in a manner that is fair to all shareholders, the chairman of the Meeting may exercise broad discretion in the order in which questions are asked and the amount of time devoted to any one question.

VOTING BY SHAREHOLDERS

HOW TO VOTE

If you are eligible to vote and your common shares (the "**Common Shares**") are either registered in your name or are held in the name of a nominee, you can vote your Common Shares at the Meeting or by proxy in advance of the Meeting, as explained below. Voting by proxy in advance of the Meeting is the easiest way to vote your Common Shares. The same procedures apply whether you are a registered shareholder or a non-registered shareholder.

You are a registered shareholder if your name appears on your share certificate or your Direct Registration System (DRS) confirmation maintained for the Corporation by its transfer agent and registrar AST Trust Company (Canada). If you are a registered shareholder, you will receive a proxy form containing the relevant details concerning the business of the Meeting, including a control number that must be used to vote by proxy in advance of the Meeting or join the live webcast and phone line the day of the Meeting to attend the Meeting live, submit your questions and submit your vote while the Meeting is being held.

If your Common Shares are not registered in your name and are held in the name of a "nominee" such as a bank, trust company, securities broker or other financial institution, you are a non-registered shareholder. If your Common Shares are listed in an account statement provided to you by your broker, those Common Shares will, in all likelihood, not be registered in your name. Such Common Shares will more likely be registered under the name of your broker or an agent of that broker. Without specific instructions, brokers and their agents or nominees are prohibited from voting shares for the broker's client. If you are a non-registered shareholder, you will receive a voting instruction form containing the relevant details concerning the business of the Meeting, and instructions that must be followed in order to vote by proxy in advance of the Meeting or join the live webcast and phone line the day of the Meeting to attend the Meeting live, submit your questions and submit your vote while the Meeting is being held.

Non-registered or shareholders who have not duly appointed themselves as proxy holder may only attend the Meeting and submit questions, but will not be able to vote. There are two kinds of non-registered shareholders: (i) those who object to their name being made known to the Corporation (called "OBOs" for Objecting Beneficial Owners) and (ii) those who do not object to their name being made known to the Corporation (called "NOBOs" for Non-Objecting Beneficial Owners).

In accordance with the requirements of *Regulation 54-101 Respecting Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Corporation intends to pay the fees to deliver, the Notice of Meeting to CDS and the meeting materials on behalf of intermediaries to non-registered Shareholders.

The Notice of Meeting and the form of proxy or voting instruction form are being sent to both registered and non-registered owners of the Common Shares.

Non-registered shareholders should follow the instructions on the forms they receive from their intermediaries and contact their intermediaries promptly if they need assistance.

Common shares purchased by employees of the Corporation under its Employee Share Purchase Plan (the "**Plan**") are known as Employee Shares. Employee Shares remain registered in the name of the Plan's custodian, currently Computershare Trust Company of Canada, unless the employees have withdrawn their Common Shares from the Plan in accordance with the provisions thereof. If you are a holder of Employee Shares you will receive a voting instruction form containing the relevant details concerning the business of the Meeting, including a control number that must be used to vote by proxy in advance of the Meeting or join the live webcast and phone line the day of the Meeting to attend the Meeting live, submit your questions and submit your vote while the Meeting is being held.

Vote in advance of the Meeting - Voting by Proxy

Below are the different ways in which you can give your voting instructions, details of which are found in the proxy form or voting instruction form, as applicable:

Go to www.proxyvote.com and follow the instructions. You will need your control number found on your proxy form or voting instruction form, as applicable.

Complete and return the proxy form or voting instruction form as applicable, in the prepaid envelope provided.

Call 1-800-474-7493 (English) or 1-800-474-7501 (French). You will need your control number found on your proxy form or voting instruction form, as applicable.

Complete the proxy form or voting instruction form, as applicable and return it by fax at 905-507-7793 or 514-281-8911.

If you are using mail, your duly completed proxy form or voting instruction form, as applicable must have been received by our proxy tabulator with sufficient time for your vote to be processed, and in all cases, no later than 5:00 p.m. on May 8, 2020 (EDT) or 48 hours prior to the time of any adjournment or postponement of the Meeting as set out in this Circular. For all other methods, you must have voted before 5:00 p.m. on May 11, 2020, (EDT) or if the Meeting is adjourned or postponed, by no later than 5:00 p.m. on the business day prior to the day fixed for the adjourned or postponed Meeting.

Voting at the Meeting

If you wish to vote at the Meeting, you do not need to complete or return your proxy form or voting instruction form, as applicable. The day of the Meeting, all shareholders, whether you are a registered or non-registered shareholder, you will be able to vote via the live webcast by completing a ballot online during the Meeting. You will need to visit www.virtualshareholdermeeting.com/INE2020 and check-in using your control number included on your proxy form or voting instruction form, as applicable, as further described under "Attending the Online Meeting".

If you wish to appoint someone as proxy to vote your shares for you at the Meeting during the live webcast, please follow the instructions found on either your proxy form or voting instruction form, as applicable. You will need to create a unique eight-character identification number which will allow your appointee to join the Meeting and vote your shares on your behalf.

How your Shares will be Voted

You can choose to vote FOR, WITHHOLD or AGAINST, depending on the items to be voted on. When you vote by proxy, you may appoint either the persons named as proxies in the proxy form or voting instruction form (who are the Chair of the Board and the President and Chief Executive Officer of the Corporation that have agreed to serve as your proxyholder and will vote your Common Shares in respect of which they are appointed as proxy in accordance with your instructions given thereon) or you may appoint someone else to vote for you as your proxy holder by using the enclosed form of proxy or voting instruction form. **You have the right to appoint any other person or company (who need not be a shareholder) to attend and act on your behalf at the Meeting. That right may be exercised by writing the name of such person or company in the blank space provided, and following the instructions, found in the proxy form or voting instruction form, or by completing another proper form of proxy. Make sure that the person you appoint is aware that he or she is appointed and that this person log into the online Meeting using the credentials you created for him/her as your appointee.**

Your Common Shares will be voted or withheld from voting in accordance with your instructions indicated on the proxy form or voting instruction form. If no instructions are indicated, your Common Shares will be represented by proxies in favour of the Chair of the Board or the President and Chief Executive Officer, will be voted as follows:

i. FOR the election of the nominees as directors;

ii. FOR the appointment of KPMG LLP as auditors;

iii. FOR the authorisation to to amend its articles to increase the minimum number of directors from one (1) to three (3) and to increase the maximum number of directors from ten (10) to fourteen (14);

iv. FOR the authorisation to reduce the stated capital account maintained in respect of the Common Shares of the Corporation to $500,000, and to credit to the contributed surplus account of the Corporation an amount equal to the difference between the current stated capital account maintained in respect of the Common Shares and $500,000;

v. FOR, in an advisory and non-binding capacity, the advisory resolution, on the Corporation's approach to executive compensation.

The form of proxy or voting instruction form confers discretionary authority with respect to amendments or variations to items identified in the Notice of Meeting, and with respect to any other item, which may properly brought before the Meeting. As of the date of this Circular, the Corporation is not aware of any amendments, variations or other items proposed or likely to be brought before the Meeting, except those that are indicated in the Notice of Meeting. If any items which are not known as of the date hereof should properly come at the Meeting, the persons named in the accompanying form of proxy or voting instruction form will vote on such items in accordance with their best judgment.

The Board of Directors and management are recommending that shareholders vote FOR items (i), (ii) and (v), a simple majority of the votes cast will constitute approval of each of these items and FOR items (iii) and (iv) which will need to be approved by not less than two-thirds of the votes cast to obtain approval of each of these items.

Changing your Vote

A shareholder of the Corporation may revoke an instrument of proxy at any time prior to the exercise thereof. If a shareholder who has given a proxy personally attends the virtual Meeting, at which such proxy is to be voted, such shareholder may revoke the proxy and vote via the virtual Meeting. In addition to revocation in any other manner permitted by law, a proxy may be revoked in writing by instrument executed by the shareholder or his authorized attorney, and deposited either (i) at the offices of the Corporation located at 1225 Saint-Charles Street West, 10th floor, Longueuil, Québec, J4K 0B9, to the attention of the Vice President – Legal Affairs and Secretary, or (ii) with the consent of the Chairman of such Meeting, on the day of the Meeting or any adjournment thereof.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The authorized share capital of the Corporation consists of an unlimited number of Common Shares and an unlimited number of preferred shares issuable in series. There are currently 174,104,754 Common Shares issued and outstanding. Each Common Share entitles the holder thereof to vote at any meeting of shareholders. All holders of Common Shares of record at the close of business on March 31, 2020 will be entitled to receive notice of the Meeting and to vote at the Meeting.

The authorized share capital of the Corporation also includes: the Cumulative Rate Reset Preferred Shares, Series A (the "**Series A Shares**"), the Cumulative Floating Rate Preferred Shares, Series B (the "**Series B Shares**") and the Cumulative Redeemable Fixed Rate Preferred Shares, Series C (the "**Series C Shares**"). There are currently 3,400,000 Series A Shares and 2,000,000 Series C Shares issued and outstanding. No Series B Shares are currently issued and outstanding. The holders of Series A and Series C Shares are not, as such, entitled to receive notice of or to vote at the Meeting.

Unless otherwise indicated, the items submitted to a vote at the Meeting must be approved by a majority of votes of the holders of Common Shares attending the Meeting via the webcast or by proxy.

To the knowledge of the directors and executive officers of the Corporation, on April 8th, 2020, no person or entity beneficially owned, controlled, or directed, directly or indirectly, Common Shares carrying 10% or more of the voting rights attached to all Common Shares, other than the following persons or entities:

Person/Entity	Approximate Number of Common Shares Beneficially Owned or Controlled or Directed	Approximate percentage of Issued and Outstanding Common Shares Beneficially Owned or Controlled or Directed
1832 Asset Management L.P.(1)	19,085,079	10.9%
HQI Canada Holding Inc.(2)	34,636,823	19.9%

(1) 1832 Asset Management L.P. is a wealth management firm and a subsidiary of a schedule I Canadian bank.
(2) HQI Canada Holding Inc. is an indirect wholly owned subsidiary of Hydro-Québec.

ITEMS TO BE ACTED UPON AT THE MEETING

As of the date hereof, to the knowledge of the directors of the Corporation, the only items to be dealt with at the Meeting are the following:

PRESENTATION OF FINANCIAL STATEMENTS

The Corporation's audited consolidated financial statements for the financial year ended December 31, 2019 ("**Fiscal 2019**"), together with the report of the auditor thereon will be placed before the Meeting. The annual audited consolidated financial statements are available on the Corporation's website at www.innergex.com and on SEDAR at www.sedar.com. No vote with respect thereto is required nor will be taken.

ELECTION OF DIRECTORS

If the proposed amendment to the Articles of the Corporation is approved at this Meeting, the Board of Directors (the "**Board**") will be, hereinafter, composed of a minimum of three (3) and a maximum of fourteen (14) directors.

The Board is currently comprised of ten (10) directors, consisting of Jean La Couture (Chair of the Board), Daniel Lafrance (Vice-Chair of the Board), Ross J. Beaty, Nathalie Francisci, Richard Gagnon, Michel Letellier, Dalton McGuinty, Monique Mercier, Ouma Sananikone and Louis Veci. Michel Letellier, the President and Chief Executive Officer ("**President and CEO**") of the Corporation and Louis Veci, are the only non-independent directors on the Board.

The following are the nominees proposed for election as directors at the Meeting, namely, Jean La Couture, Ross J. Beaty, Pierre G. Brodeur, Nathalie Francisci, Richard Gagnon, Daniel Lafrance, Michel Letellier, Dalton McGuinty, Monique Mercier, Ouma Sananikone and Louis Veci. All are currently directors of the Corporation except for Pierre G. Brodeur.

On February 6, 2020, Hydro-Québec, through HQI Canada Holding Inc. ("**HQI**"), its indirect wholly owned subsidiary, made an investment of $660,870,583 in the Corporation through a private placement ("**HQI Investment**") of 34,636,823 Common Shares of the Corporation at a price of $19.08 per Common Share. Pursuant to the investor rights agreement entered into in connection with the HQI Investment, so long as HQI holds at least 15% of the issued and outstanding Common Shares, it has the right to designate two nominees to the Board (each, a "**HQI Nominee**") and should HQI's holding becomes less than 15% but at least 10%, it will have the right to designate one candidate. HQI will no longer have the right to designate any nominee to the Board if it holds less than 10% of the issued and outstanding Common Shares. One of HQI's nominees, Louis Veci, has been appointed to the Board following the closing of the HQI Investment and the other one, Pierre G. Brodeur, is proposed for election at the Meeting.

So long as HQI has the right to designate at least one nominee to the Board, HQI will have the right to designate one of the HQI Nominees to be appointed to the Audit Committee, provided that the Board will be consulted prior to the appointment of any such HQ Nominee to the Audit Committee and such nominee will be subject to a favourable recommendation from the Corporate Governance Committee (the "**Governance Committee**"), acting reasonably, confirming (i) that such member meets the needs of the Corporation according to the analysis of the skills matrix already developed by the Board and (ii) that he or she is an appropriate candidate for the position of director for reasons of reputation and Board dynamics.

Except where the authority to vote in favour of the directors is withheld, the persons whose names are printed on the form of proxy intend to vote IN FAVOUR of the election of each of the eleven (11) proposed nominees whose names and biographies are set forth on pages 15 to 21 under the heading "Nominees" as directors of the Corporation.

Management of the Corporation has no reason to believe that any of such nominees will be unable or unwilling to serve as a director but if either of those circumstances should occur prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee at their discretion, unless the shareholder has specified in the form of proxy that his or her Common Shares are to be withheld from voting on the election of directors. Each director elected will hold office until the next annual meeting or until the election of his successor, unless he or she resigns or his or her office is vacated earlier in accordance with applicable law.

MAJORITY VOTING POLICY

The Board has adopted a written Majority Voting Policy providing that, in an election of directors, any nominee who receives a greater number of votes withheld than votes in favour of his election must tender his resignation to the Board immediately following the shareholders' meeting. Under this policy, the Board shall accept the resignation absent exceptional circumstances. It will make its final decision of whether or not to accept the resignation and announce such decision in a press release within ninety (90) days following the shareholders' meeting. A copy of the press release shall be provided to the Toronto Stock Exchange ("**TSX**"). If the Board declines to accept the resignation, the press release will fully state the reasons for that decision. A director who tenders his resignation pursuant to this policy will not participate in any meeting of the Board at which the resignation is considered. The policy does not apply in circumstances involving contested director elections.

ADVANCE NOTICE

The Corporation's By-laws contain an advance notice requirement for director nominations. Shareholders who wish to nominate candidates for election as directors must provide a notice to the Corporate Secretary of not less than 30 days or more than 65 days prior to the date of the Meeting and such notice shall include the information set forth in the Corporation's By-laws. See the complete By-laws on the Corporation's website at www.innergex.com and on SEDAR at www.sedar.com.

APPOINTMENT OF THE AUDITOR OF THE CORPORATION

KPMG LLP has acted as the auditor of the Corporation since May 15, 2018.

Shareholders are invited to approve the appointment of KPMG LLP as the auditor of the Corporation, for the fiscal year ending December 31, 2020 and to authorize the Board to set its remuneration.

The persons named in the form of proxy intend to vote IN FAVOUR of the resolution appointing KPMG LLP as auditor of the Corporation to hold office until the next annual meeting of shareholders or until its successor is appointed, and authorizing the Board to fix its remuneration, unless the shareholder who has given the proxy has directed that the Common Shares represented thereby be withheld from voting in respect of the appointment of the auditor.

AMENDMENT TO THE ARTICLES

At the Meeting, the shareholders will be asked to consider and, if deemed appropriate, pass, with or without amendments, a special resolution authorizing the Corporation to apply for a certificate of amendment under the *Canada Business Corporations Act* (the "**CBCA**"') to amend its articles to increase the minimum number of directors from one (1) to three (3) and to increase the maximum number of directors from ten (10) to fourteen (14). Management is of the view that the proposed amendment to the articles will enable us to maintain diversity of view and experience among the directors and ensure that, as we continue to grow, the Board is of an adequate size to fulfill its stewardship responsibilities.

The Board unanimously recommends that shareholders vote in favour of the special resolution at the Meeting. Pursuant to Section 173 of the CBCA, in order to be effective, the special resolution must be approved by not less than two-thirds of the shareholders present during the virtual Meeting or represented by proxy at the Meeting.

Special resolution to amend the articles

At the Meeting, you will be asked to consider voting in favour of or against, the adoption of a special resolution regarding the amendment to the articles of the Corporation as follows:

BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. The Corporation be and is hereby authorized pursuant to Section 173(1)(m) of the CBCA to amend its articles to increase the minimum number of directors from one (1) to three (3) and to increase the maximum number of directors from ten (10) to fourteen (14) (the "**Amendment**");
2. Any one director or officer of the Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Corporation, to execute and deliver for filing with the Director under the CBCA articles of amendment in respect of the Amendment and such other documents as are necessary or desirable in connection with the Amendment;
3. The directors of the Corporation be and are hereby authorized and empowered, in their sole discretion, not to proceed with the Amendment; and
4. Any one director or officer of the Corporation be and is hereby authorized and directed for and in the name of and on behalf of the Corporation to execute or cause to be executed and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing.

The persons named in the form of proxy intend to vote IN FAVOUR of the adoption of the special resolution to amend the articles of the Corporation, unless the shareholder who has given the proxy has directed that the Common Shares represented thereby be voted against the amendment to the articles of the Corporation.

REDUCTION OF STATED CAPITAL ACCOUNT

At the Meeting, the shareholders will be asked to consider and, if deemed advisable, pass, with or without amendments, a special resolution to reduce the stated capital account maintained in respect of the Common Shares to $500,000, without any payment or distribution to the shareholders of the Corporation, and to credit to the contributed surplus account maintained in respect of the Common Shares an amount equal to the difference between the current stated capital of the Common Shares and $500,000.

Background and Reasons for the Reduction of Stated Capital Account Maintained in respect of the Common Shares

Under the CBCA, a corporation is prohibited from taking certain actions, including purchasing its own shares and declaring or paying dividends on its shares, if, among other things, there are reasonable grounds for believing that the realizable value of the corporation's assets would thereby be less than the aggregate of its liabilities and stated capital of all classes of shares.

The Corporation's stated capital account maintained in respect of the Common Shares has increased following certain transactions, including but not limited to, the completion of the redemption of its 4.25% convertible unsecured subordinated debentures on October 8, 2019, all in accordance with the terms of the Trust Indenture dated August 10, 2015, governing these debentures and the HQI Investment which closed on February 6, 2020.

In order to give the Board flexibility in declaring dividends in accordance with its stated policy and managing the Corporation's capital structure going forward, the Board has decided to submit a special resolution to its shareholders for their approval of the reduction of the stated capital account maintained in respect of the Common Shares to $500,000, without any payment or distribution to the shareholders of the Corporation.

Certain Canadian Federal Income Tax Considerations

This summary is of a general nature only. It is based on the current provisions of the *Income Tax Act* (Canada) (the "**Tax Act**") and its Regulations, all amendments thereto proposed by the Minister of Finance (Canada) prior to the date hereof, and the Corporation's counsel's understanding of the current published administrative and assessing practices of the Canada Revenue Agency ("**CRA**"). This summary assumes that any proposed amendments will be enacted as intended, and that legislative, judicial or administrative actions will not modify or change the statements expressed herein. It does not otherwise take into account or anticipate any changes in laws whether by judicial, governmental or legislative decision or action or any changes in administrative practices of the CRA nor does it take into account provincial or foreign income tax legislation or considerations. All references to the Tax Act in this summary are restricted to the scope defined in this paragraph.

The reduction of stated capital account maintained in respect of the Common Shares, without any payment or distribution to the shareholders of the Corporation, will not result in a deemed dividend or in a reduction of the adjusted cost base of the Common Shares for shareholders of the Corporation. Furthermore, the reduction in the stated capital account of the Common Shares will not give rise to immediate tax consequences under the Tax Act for shareholders of the Corporation. Shareholders of the Corporation may wish to consult their own tax advisors with respect to the proposed stated capital account reduction. This summary is not intended to be, nor should it be construed as, legal or tax advice to shareholders of the Corporation.

Stated Capital Reduction Special Resolution

At the Meeting, you will be asked to consider voting in favour of or against, the adoption of a special resolution on reducing the stated capital account as follows:

BE IT RESOLVED, AS A SPECIAL RESOLUTION, THAT:

1. The stated capital account maintained in respect of the common shares of the Corporation be and is hereby reduced to $500,000, without any payment or distribution to the shareholders of the Corporation.
2. An amount equal to the difference between the current stated capital account maintained in respect of the common shares of the Corporation and $500,000 be and is hereby credited to the contributed surplus account maintained in respect of the Common Shares of the Corporation.
3. Notwithstanding that this special resolution has been duly passed by the shareholders of the Corporation, the Board of Directors of the Corporation be entitled, in its sole discretion and without further approval of the shareholders of the Corporation, to revoke this special resolution at any time until the next annual meeting of shareholders prior to effecting such reduction in stated capital and to elect not to act on or carry out this special resolution.
4. Any director or officer of the Corporation be and is hereby authorized, for and on behalf of the Corporation, to execute and deliver all documents and do all other things as in the opinion of such director or officer may be necessary or desirable to implement this special resolution and items authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such documents and the taking of any such action.

For the reason indicated above, the Board believes that the proposed reduction of stated capital account maintained in respect of the Common Shares is in the best interests of the Corporation and, accordingly, recommends that shareholders vote "FOR" the special resolution. The special resolution must be approved by not less than two-thirds of the votes cast by shareholders present during the virtual Meeting or represented by proxy at the Meeting to be effective. Shareholders are specifically advised that the proposed special resolution grants the Board the discretion, without further shareholder approval, to revoke the special resolution and to not effect the reduction of the stated capital account maintained in respect of the Common Shares.

The persons named in the form of proxy intend to vote IN FAVOUR of the adoption of the special resolution to reduce the stated capital account, unless the shareholder who has given the proxy has directed that the Common Shares represented thereby be voted against the reduction of the stated capital account of the Corporation.

ADVISORY VOTE ON EXECUTIVE COMPENSATION

At the Meeting, you will be asked to consider voting in favour of or against, on an advisory basis, a resolution on the Corporation's approach to executive compensation as follows:

> **BE IT RESOLVED THAT**, on an advisory basis, and not to diminish the role and responsibilities of the Board of Directors, the shareholders accept the approach to executive compensation disclosed in the Corporation's information circular delivered in advance of the 2020 annual and special meeting of shareholders.

Since your vote is an advisory vote, the results will not be binding on the Board. The Board remains fully responsible for its compensation decisions and is not relieved of this responsibility by a positive or negative advisory vote. However, the Board will take the result of the vote into account when considering its review of executive compensation. For information on our approach to executive compensation, see pages 35 to 55.

The persons named in the form of proxy intend to vote IN FAVOUR of the advisory resolution on the Corporation's approach to executive compensation, unless the shareholder who has given the proxy has directed that the Common Shares represented thereby be voted against the Corporation's approach to executive compensation.

In 2019, the advisory resolution on the Corporation's approach to executive compensation received the support of 88.77% of the votes cast by shareholders.

OUR BOARD OF DIRECTORS

NOMINEES

The following table sets forth the names of all persons proposed to be nominated for election as directors (the "**Nominees**"), their place of residence, their principal occupation(s) for the preceding five years, their other directorships, the date on which they became directors of the Corporation, their age, the Board committees of the Corporation on which they serve, the 2019 voting results of their election as director and the number and value of securities and Deferred Share Units ("**DSU**"s) of the Corporation beneficially owned, or over which control or direction is exercised, directly or indirectly, by each of them, as of March 31, 2020.

JEAN LA COUTURE[1], CHAIR OF THE BOARD

INDEPENDENT

Place of Residence, Principal Occupation & Other Directorships

Jean La Couture, residing in Montréal, Québec, Canada, is President of Huis Clos Ltée, a management and mediation firm. He has a Bachelor's degree in Commercial Sciences and Accounting from HEC Montréal and is a Fellow of the Ordre des comptables professionnels agréés du Québec. He is a director at la Caisse de dépôt et placement du Québec. From May 2003 to May 2018, he served as director and Chair of the Audit Committee of Québecor Inc., a reporting issuer.

Chair and Committee Membership:		Chair of the Board
Director Since:		March 2010
Age:		73
Voting Result 2019:	Votes for: 99.90%	Votes withheld: 0,10%
Number of other Reporting Issuer Directorships:		None
Equity Ownership:		
Common Shares Beneficially Owned or Controlled or Directed:		51,243
DSUs:		–
Total Value of the Common Shares and DSUs Held[2]:		$863,957
Director Share Ownership Requirement Met:		Yes

Daniel Lafrance[1], Vice-Chair of the Board			
Independent	**Place of Residence, Principal Occupation & Other Directorships** Daniel Lafrance, residing in Kirkland, Québec, Canada, has acted as a corporate director as his principal occupation since August 2013. From February 1992 to August 2013, he was Senior Vice-President Finance and Procurement, Chief Financial Officer and Secretary of Lantic Inc., wholly owned by Rogers Sugar Inc., a reporting issuer. Holding a bachelor's degree in business (1976) and a specialty in accounting (1977) from the University of Ottawa, Daniel Lafrance is also a member of the Institute of Chartered Accountants of Ontario since 1980. He currently acts as a director and Chair of the Audit Committee of Rogers Sugar Inc., a reporting issuer and of its wholly owned subsidiary Lantic Inc.		
	**Chair and Committee Membership:**	Vice-Chair of the Board Chair of the Audit Committee Member of the Human Resources Committee	
	Director Since:	March 2010	
	Age:	65	
	Voting Result 2019:	Votes for: 99.82%	Votes withheld: 0.18%
	Number of other Reporting Issuer Directorships:		1
	Equity Ownership:		
	Common Shares Beneficially Owned or Controlled or Directed:		46,000
	DSUs:		–
	Total Value of the Common Shares and DSUs Held[2]:		$775,560
	Director Share Ownership Requirement Met:		Yes

Ross J. Beaty			
Independent	**Place of Residence, Principal Occupation & Other Directorships** Ross J. Beaty residing in Vancouver, British Columbia, Canada, is currently chair of the boards of Equinox Gold Corp, a TSX venture issuer and of Pan American Silver Corp., a reporting issuer. Ross J. Beaty is also President of the Sitka Foundation, one of Canada's leading environmental foundations, patron of the Beaty Biodiversity Centre at the University of British Columbia and a director of a number of environmental NGO's, including Panthera and the Pacific Salmon Foundation. From 2008 to 2018, he was Chair of the Board of Directors of Alterra Power Corp. ("**Alterra**") Ross J. Beaty holds a M.Sc., in Mineral Exploration (with Distinction) from the Royal School of Mines, University of London, England, and an LL.B. (Law) and a B.Sc. (Honours Geology) from the University of British Columbia. In 2017, Ross J. Beaty was inducted to the Business Laureates of British Columbia Hall of Fame and appointed to The Order of Canada.		
	**Chair and Committee Membership:**	–	
	Director Since:	February 2018	
	Age:	68	
	Voting Result 2019:	Votes for: 99.87%	Votes withheld: 0.13%
	Number of other Reporting Issuer Directorships:		2
	Equity Ownership:		
	Common Shares Beneficially Owned or Controlled or Directed:		9,247,886
	DSUs:		–
	Total Value of the Common Shares and DSUs Held[2]:		$155,919,358
	Director Share Ownership Requirement Met:		Yes

Pierre G. Brodeur

Independent

Place of Residence, Principal Occupation & Other Directorships

Pierre G. Brodeur, residing in Town of Mont-Royal, Québec, Canada, has acted as a senior business advisor and corporate director as his principal occupation since June 2018. Mr. Brodeur retired as a partner of Deloitte LLP in May 2018, after serving 40 years with the firm. Mr. Brodeur was an audit partner serving large global public corporations. He holds a Bachelor in Business Administration (B.A.A.) awarded by the École des Hautes Études Commerciales (HEC Montréal) and he also obtained Certification exams for the Certified Professional Accountant (CPA) and is a member of the Canadian Institute of Chartered Professional Accountants. He is also member of the board of directors of the Ordre des Comptables Professionnels Agrées du Québec (OCPAQ) and member of the executive, governance and audit committees, and Chair of the board of directors of Moisson Montréal, the largest food bank in Canada

Chair and Committee Membership:		-
Director Since:		New Nominee
Age:		63
Voting Result 2019:		New Nominee
Number of other Reporting Issuer Directorships:		None
Equity Ownership:		
Common Shares Beneficially Owned or Controlled or Directed:		-
DSUs:		-
Total Value of the Common Shares and DSUs Held[(2)]:		$-
Director Share Ownership Requirement Met:		New Nominee

Nathalie Francisci

Independent

Place of Residence, Principal Occupation & Other Directorships

Nathalie Francisci ICD.D and CHRP, residing in Montréal, Québec, Canada, is a partner, Governance & Diversity for the international executive search firm Odgers Berndtson since 2013. From 2011 to 2013, she was President of the Québec chapter of the Institute of Corporate Directors and since 2011, she is also an associate professor in governance for the Director Education Program jointly developed by the Institute of Corporate Directors, Rotman University and McGill University. Prior to that, she was the founding President of Venatus Conseil, an executive search firm. Nathalie Francisci graduated from the Institut Universitaire de Technologies Paris XI in Marketing and holds the equivalent of a master's degree in Human Resources Management. She has completed the Director Education program and is a member of l'Ordre des conseillers en ressources humaines since 1999. Since 2019, she serves on the Board of Directors and is the Chair of the Corporate Governance and Human Resources Committee of DATSIT Sphere.

Chair and Committee Membership:	Member of the Corporate Governance Committee Member of the Human Resources Committee	
Director Since:		May 2017
Age:		49
Voting Result 2019:	Votes for: 99.90%	Votes withheld: 0.10%
Number of other Reporting Issuer Directorships:		None
Equity Ownership:		
Common Shares Beneficially Owned or Controlled or Directed:		–
DSUs:		10,947
Total Value of the Common Shares and DSUs Held[(2)]:		$184,566
Director Share Ownership Requirement Met:		Yes

RICHARD GAGNON

INDEPENDENT

Place of Residence, Principal Occupation & Other Directorships

Richard Gagnon, residing in Laval, Québec, Canada, has acted as a corporate director as his principal occupation since January 2017. From November 2003 to January 2017, he was President and Chief Executive Officer of Humania Assurance Inc., (a Canadian health insurance company). Holding a Bachelor of Arts degree in administration, communication and law from the University Laval (1979), he is also a "Fellow Chartered Administration" since 1996. Richard Gagnon currently acts as a director of The Professionals' Financial and of l'Ordre des Ingénieurs du Québec.

Chair and Committee Membership:	Chair of the Human Resources Committee Member of the Audit Committee	
Director Since:	May 2017	
Age:	63	
Voting Result 2019:	Votes for: 99.90%	Votes withheld: 0.10%
Number of other Reporting Issuer Directorships:		None
Equity Ownership:		
Common Shares Beneficially Owned or Controlled or Directed:		3,650
DSUs:		10,947
Total Value of the Common Shares and DSUs Held[2]:		$246,105
Director Share Ownership Requirement Met:		Yes

Michel Letellier

NON-INDEPENDENT

Place of Residence, Principal Occupation & Other Directorships

Michel Letellier, residing in St-Lambert, Québec, Canada, has been the President and CEO of the Corporation since October 25, 2007. He acted as Executive Vice President and Chief Financial Officer of the Corporation from 2003 until his appointment as President and CEO of the Corporation on October 25, 2007. From 1997 to 2003, Michel Letellier was Vice President and Chief Financial Officer of Innergex GP Inc. and was responsible for the financial management of the affairs of Innergex GP Inc., Innergex, Limited Partnership and Innergex Power Income Fund. Michel Letellier holds a MBA from Université de Sherbrooke as well as a bachelor's degree in commerce (finance) from Université du Québec à Montréal. He currently acts as a director of KP Tissue Inc., a reporting issuer.

Chair and Committee Membership:	–	
Director Since:	October 2002	
Age:	55	
Voting Result 2019:	Votes for: 99.97%	Votes withheld: 0.03%
Number of other Reporting Issuer Directorships:		1
Equity Ownership:		
Common Shares Beneficially Owned or Controlled or Directed:		827,489
DSUs:		–
Total Value of the Common Shares and DSUs Held[2]:		$13,951,465
Director Share Ownership Requirement Met:		Yes

Dalton James Patrick McGuinty

Independent

Place of Residence, Principal Occupation & Other Directorships

Dalton James Patrick McGuinty, residing in Ottawa, Ontario, Canada, has been a Senior advisor consultant for Desire2 Learn since 2014, for Pomerleau Inc. since 2016 and for PriceWaterHouseCoopers Canada from January 2015 to September 2015. He was the Premier of Ontario, Canada from 2003 to 2013 and worked as an attorney at McGuinty & McGuinty law firm from 1983 to 1996. He was elected member of the Ontario Provincial Parliament in 1990 and elected leader of the Ontario Liberal Party in 1996. Dalton McGuinty was named a senior fellow for the Harvard University Weatherhead Center for International Affairs from 2013-2014. He has completed the Director Education Program jointly developed by the Institute of Corporate Directors, Rotman University and McGill University. He is a Director of the Ottawa Heart Institute. Until December 2017, he was also a member of the Board of Directors of Electrovaya Inc.

Chair and Committee Membership:	Member of the Corporate Governance Committee	
Director Since:	May 2015	
Age:	64	
Voting Result 2019:	Votes for: 99.85%	Votes withheld: 0.15%
Number of other Reporting Issuer Directorships:		None
Equity Ownership:		
Common Shares Beneficially Owned or Controlled or Directed:		–
DSUs:		16,699
Total Value of the Common Shares and DSUs Held(2):		$281,545
Director Share Ownership Requirement Met:		Yes

Monique Mercier

Independent

Place of Residence, Principal Occupation & Other Directorships

Monique Mercier, residing in Vancouver, British Columbia, Canada, is a corporate director. She retired in December 2018 from TELUS Corporation, a large Canadian telecom company, where she was the Executive Vice-President, Corporate Affairs, Chief Legal and Governance Officer since 2014. Ms. Mercier has been a senior executive in the telecom, health and information technology industry for most of her career, including two decades at TELUS and Emergis where she led a number of corporate functions. She is a graduate of the Université de Montréal Law School and holds a master's degree in politics from Oxford University, where she was awarded the Commonwealth Scholarship. In June 2018, Ms. Mercier received the Lifetime Achievement Award at the Canadian General Counsel Awards. In 2016, she was honoured as WCT's (Women in Communications and Technology) Woman of the Year. In 2015, after being named to their Top 100 Most Powerful Women in Canada list for three consecutive years, she was inducted into the Women's Executive Network Hall of Fame. In 2002, Ms. Mercier was honoured with the Queen Elizabeth II Golden Jubilee Medal. Monique Mercier has been a member of the Board of Directors of the Canadian Cancer Research Society since 2014 and of the Thoracic Surgery Research Foundation of Montreal since 2019. On September 14, 2018, she was appointed to the Board of Directors of the Bank of Canada and is a member of its Governance Committee and of its Human Resources and Compensation Committee. Since May 2019, she serves on the Board of Directors of IA Société financière Inc. and its subsidiary Industrielle Alliance, Assurance et Services financiers Inc. and of Alamos Gold Inc. which are reporting issuers.

Chair and Committee Membership:	Chair of the Corporate Governance Committee	
Director Since:	October 2015	
Age:	63	
Voting Result 2019:	Votes for: 96.03%	Votes withheld: 3.97%
Number of other Reporting Issuer Directorships:		2
Equity Ownership:		
Common Shares Beneficially Owned or Controlled or Directed:		7,965
DSUs:		21,722
Total Value of the Common Shares and DSUs Held(2):		$500,523
Director Share Ownership Requirement Met:		Yes

Ouma Sananikone

INDEPENDENT

Place of Residence, Principal Occupation & Other Directorships

Ouma Sananikone, residing in New York City, New York, United-States, has acted as a corporate director as her principal occupation since 2006. She was Chief Executive Officer of the two following entities: Aberdeen Asset Management (Australia) and EquitiLink Group (an Australian asset management group, listed on the Sydney Stock Exchange with operations in Australia, US, Canada and the UK) as well as Managing Director of BNP Investment Management (Australia). Other senior positions included Managing Director at Rothschild Asset Management (Australia), Managing Director at BT Financial Services (Westpac Group) and Managing Director, Corporate Strategy and Investments, at NRMA Insurance in Australia. Ouma Sananikone holds a BA (economics and political sciences) from the Australian National University and a Master of Commerce (economics) from the University of New South Wales. She is a recipient of the Centenary Medal from the Australian Government for services to the Australian finance industry. Currently, Ouma Sananikone serves on the Board of Directors of Macquarie Infrastructure Corporation, a reporting issuer listed on the New York Stock Exchange and is its chair of the Compensation Committee and a member of both the Audit and Governance and Nomination committees. In addition, she serves on the Board of Directors and Remuneration Committee of Hafnia BW and on the Board of Directors and is the Chair of the Governance Committee and the Ethics Committee of Ivanhoe Cambridge (Canada).

Chair and Committee Membership:	Member of the Audit Committee	
Director Since:	February 2019	
Age:	62	
Voting Result 2019:	Votes For: 99.87%	Votes Withheld: 0.13%
Number of other Reporting Issuer Directorships:		1
Equity Ownership:		
Common Shares Beneficially Owned or Controlled or Directed:		–
DSUs:		5,628
Total Value of the Common Shares and DSUs Held(2):		$94,888
Director Share Ownership Requirement Met:		Yes

LOUIS VECI(3)

NON-INDEPENDENT

Place of Residence, Principal Occupation & Other Directorships

Louis Veci, residing in Laval, Québec, Canada, is currently the Senior Director – Facilities Operations of TransÉnergie, Hydro-Québec ("**HQT**"). From November 2011 to January 2016, he was the Director - Financial Planning and Controller of HQT. He holds a Bachelor in Business Administration (public accounting (B.A.A.) from the University of Québec in Trois-Rivières and is a Certified Professional Accountant since 1996.

Chair and Committee Membership:	-
Director Since:	February 2020
Age:	48
Voting Result 2019:	-
Number of other Reporting Issuer Directorships:	None
Equity Ownership (3)	
Common Shares Beneficially Owned or Controlled or Directed:	-
DSUs:	Not applicable
Total Value of the Common Shares and DSUs Held:	Not applicable
Director Share Ownership Requirement Met:	Not applicable

(1) On March 29, 2010, Jean La Couture and Daniel Lafrance were appointed directors of the Corporation upon completion of a Plan of Arrangement whereby the Corporation was acquired by way of a reverse takeover by Innergex Power Income Fund (the "**Fund**"). Prior to the Arrangement, Jean La Couture and Daniel Lafrance were, since 2003, trustees of Innergex Power Trust, a wholly owned subsidiary of the Fund.

(2) Under the Minimum Shareholding Policy, calculation of the Investment Value shall be based on the closing price of the Common Shares of $16.86 on December 31, 2019 being the last trading day at the end of the preceding fiscal year

(3) The Board appointed Louis Veci as a director on February 27, 2020. He does not receive any compensation as a director of the Corporation and, pursuant to the investor rights agreement entered into in connection with the HQI Investment, the minimum shareholding requirement does not apply to him.

DIRECTORS SERVING TOGETHER AND MAXIMUM NUMBER OF BOARDS

The Charter of the Board provides that the maximum number of reporting issuers' boards of directors on which each director may sit is set at four (4) and no member of the Board may serve, together with another member of the Board, on the board of directors of more than two (2) reporting issuers.

COMPENSATION OF DIRECTORS

The compensation of directors is designed to attract and retain highly skilled and experienced persons to serve on the Corporation's Board and to recognize the time and commitment required to perform their duties. As of December 2015, the Directors have the ability to elect to receive all or part of their cash compensation in the form of DSUs. Since January 2020, the Board requires that (i) 60% of the Directors' all-inclusive fee for Board service be paid in cash and 40% of such fee be paid in DSUs, and (ii) 70% of the Chair's annual retainer be paid in cash and 30% of such retainer be paid in DSUs. More information about the DSU Plan is provided below. Having a portion of the annual fee payable under the form of DSUs will further align the compensation of Board members with the interests of shareholders while also building share ownership as required by the Corporation's minimum share ownership guidelines.

All Directors were reimbursed for out-of-pocket expenses incurred in connection with their duties as directors. The Governance Committee conducts an annual review of all aspects of directors' compensation to ensure that the compensation reflects the time and effort devoted and remains appropriate. The Board determines directors' compensation based on the recommendations of the Governance Committee. During the annual review of the director compensation, the Board decided to move towards an all-inclusive retainer structure that became effective on January 1st, 2020 in order to reflect the reality of the Directors' ongoing commitment towards the Corporation. The annual review also showed that total compensation for Board members was positioned at the lower end of companies comprising the comparison group. As such, progressive increases are planned to reach the first quartile of the market (P25) within the next three years. In Fiscal 2019, the Governance Committee and the Human Resources Committee (the "**HR Committee**") retained the services of PCI-Perrault, an independent consultant, to provide a benchmark analysis of the compensation of independent members of the Board and executives of the Corporation against the compensation policies and practices of comparable corporations. The comparison group was reviewed and modified further to PCI-Perrault's analysis. The same comparison group is used for executive compensation, see page 39 for details on the group. For information on PCI-Perrault, the independent consultant, see page 39.

In Fiscal 2019, Directors (other than Michel Letellier) were paid a base compensation and were paid for attendance at the Corporation's Board and committee meetings in accordance with the amounts set out below:

Compensation	Fiscal 2019	Fiscal 2020
	Amount	Amount
Directors' Base Compensation	$57,000	$87,000(2)
Chair of the Board	$182,500(1)	$190,000(1)
Vice-Chair of the Board(3)	—	$10,000
Chair of the Governance Committee	$15,000	$22,000
Chair of the Human Resources Committee	$15,000	$22,000
Chair of the Audit Committee	$20,000	$31,000
Committee Members – Audit	$6,500	$15,500(4)
Committee Members – Other	$6,500	$11,500(4)
Attendance at Meetings - in person $2,000 per meeting - by conference call $2,000 per meeting $1,000 per meeting (if less than 1 hour)	$194,000	—
Total:	**$852,915**	**$961,000**

(1) All inclusive. No attendance fees or fees for other chair functions are paid to the Chair of the Board.
(2) These fees cover up to ten (10) Board meetings and all committee meetings held in the year. For Board meetings exceeding the ten (10) meetings threshold, an attendance fee of $2,000 per meeting will be paid.
(3) Mr. Lafrance was appointed to the position of Vice-Chair of the Board effective January 1, 2020. The Board did not have a Vice-Chair prior to such date.
(4) In the event that two significant committee meetings are added to those already scheduled on the regular calendar, the Governance Committee will decide and make the necessary recommendations to the Board on the possibility of paying the Directors an additional amount for their participation in subsequent meetings.

The following table provides a summary of the compensation earned by the Directors of the Corporation (other than Michel Letellier who also acted as an executive officer of the Corporation and who did not receive any compensation for his services as a director) for services received in such capacity during Fiscal 2019.

Name	Fees earned ($)	Share-based awards ($)	Option-based awards ($)	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)	Total ($)
Jean La Couture[(1)]	182,500	–	–	–	–	–	182,500
Ross J. Beaty	73,000	–	–	–	–	–	73,000
Nathalie Francisci[(3)]	98,000	–	–	–	–	–	98,000
Richard Gagnon[(3)]	114,500	–	–	–	–	–	114,500
Daniel Lafrance[(1)]	125,500	–	–	–	–	–	125,500
Dalton McGuinty[(3)]	85,500	–	–	–	–	–	85,500
Monique Mercier[(1)(2)]	100,000	–	–	–	–	–	100,000
Ouma Sananikone[(3)]	73,915	–	–	–	–	–	73,915

(1) A Special Committee of independent directors comprised of Jean La Couture, Daniel Lafrance and Monique Mercier was created by the Board in connection with the HQI Investment. The members received a fee of $2,000 per meeting as compensation for their services as members of such committee.

(2) For the Fiscal 2019, Directors had the ability to elect to receive all or part of their fees in the form of DSUs pursuant to the DSU Plan. Nathalie Francisci, Richard Gagnon and Dalton McGuinty elected to receive all of their director's base compensation in DSUs, Monique Mercier and Ouma Sananikone elected to receive all their fees in DSUs. See the Corporation's DSU Plan below for more details.

THE CORPORATION'S DSU PLAN

Under the Corporation's Deferred Share Unit Plan (the "**DSU Plan**"), Directors and Officers may elect to receive all or any portion of their compensation in DSUs in lieu of cash compensation. As explained above, the Board requires that (i) 60% of the Directors' all-inclusive fee for Board service be paid in cash and 40% of such fee be paid in DSUs, and (ii) 70% of the Chair's annual retainer be paid in cash and 30% of such retainer be paid in DSUs. All-inclusive fees for committee service are paid in cash unless the Director elects to receive them in DSUs. Directors' fees are paid on a quarterly basis and, at the time of each quarterly payment, the applicable amount is converted to DSUs. The number of DSUs to be credited is determined by dividing (a) the quarterly portion of the Director's annual fee to be paid to the Director in DSUs by (b) the weighted average trading price of a Common Share on the TSX during the period of five trading days ending on the trading day prior to the date of payment of the fees. A DSU is a unit that has a value based upon the value of one Common Share. When a dividend is paid on Common Shares, the Director's DSU account is credited with additional DSUs computed by dividing: (a) the amount obtained by multiplying the amount of the dividend declared and paid per Common Share by the number of DSUs recorded in the Director's account on the record date for the payment of such dividend, by (b) the market price of a Common Share as of the dividend payment date.

DSUs cannot be redeemed for cash until the Director leaves the Board or the Officer leaves the Corporation. The cash redemption value of a DSU equals the weighted average trading price of a Common Share on the TSX during the period of five (5) trading days ending on the trading day prior to the time of redemption. DSUs are not shares, cannot be converted to shares, and do not carry voting rights. DSUs received by Directors and Officers in lieu of cash compensation and held by them represent an at-risk investment in the Corporation. The value of DSUs is based on the value of the Common Shares, and therefore is not guaranteed.

POLICY REGARDING MINIMUM SHAREHOLDING BY DIRECTORS AND OFFICERS

To align director interests with those of the shareholders, the Corporation adopted in March 2009 the Policy Regarding Minimum Shareholding by Directors and Officers (the "**Minimum Shareholding Policy**"). As of April 1, 2020, the Minimum Shareholding Policy was modified whereby each non-management director is now required to acquire, over a five-year period (previously three-year period) from the later of (i) his or her initial election or (ii) the adoption of the revised policy, a number of Common Shares or of DSUs having a value equal to at least three (3) times the all-inclusive fee for Board service (not including committee fees). The Directors shall maintain such minimum participation as long as they remain directors of the Corporation. The Chair of the Board shall be required to hold three (3) times his annual retainer. On the other hand, the President and CEO, the sole management director, shall acquire and maintain, as long as he occupies such position and until twelve (12) months after he retires, a number of Common Shares or DSUs having a value equal to at least three (3) times his annual base salary. For information on the implications of the Minimum Shareholding Policy on the Executive Officers, see "Other Key Compensation Policies of the Corporation" at page 56.

The investment in Common Shares or DSUs is valued under the Minimum Shareholding Policy at the closing price of the Common Shares at the end of the preceding fiscal year.

As of April 1, 2020, following the changes described above in regards to the Minimum Shareholding Policy, all current Board members are in compliance with the Policy, as set forth in the following table:

DIRECTORS COMPLIANCE WITH MINIMUM SHAREHOLDING POLICY				
All inclusive Directors' Base Compensation 2020				$87,000
Minimum Shareholding Requirement for Non-Management Directors (3 times the all inclusive Directors' Base Compensation)				$261,000
Chair of the Board's Annual Retainer 2020				$190,000
Minimum Shareholding Requirement for the Chair of the Board (3 times his annual retainer)				$570,000
Minimum Shareholding Requirement for the President and CEO (3 times his annual base salary)				$1,651,143
Directors	Number of Common Shares Held	Number of DSUs held	Investment Value(1)	Compliance with Policy(2)
Jean La Couture	51,243	—	$863,957	✓
Daniel Lafrance	46,000	—	$775,560	✓
Ross J. Beaty	9,247,886	—	$155,919,358	✓
Nathalie Francisci	—	10,947	$184,566	✓ (2)
Richard Gagnon	3,650	10,947	$246,105	✓ (2)
Michel Letellier	827,489	—	$13,951,465	✓
Dalton McGuinty	—	16,699	$281,545	✓
Monique Mercier	7,965	21,722	$500,523	✓
Ouma Sananikone	—	5,628	$94,888	✓ (2)
Louis Veci(3)	—	—	—	—

(1) Under the Minimum Shareholding Policy, calculation of the Investment Value shall be based on the closing price of the Common Shares on the last trading day at the end of the preceding fiscal year being on December 31, 2019 of $16.86.
(2) As explained above, when the Policy was modified, a period of 5 years from the adoption of the revised policy was granted to the existing Directors to meet the new minimum requirement. Consequenlty, as of April 1, 2020, the minimum shareholding requirement must be acquired by April 2025; therefore, all Directors are in compliance with the Policy.
(3) Pursuant to the investor rights agreement entered into in connection with the HQI Investment, the minimum shareholding requirement does not apply to Louis Veci.

BANKRUPTCY, INSOLVENCY AND CEASE-TRADE ORDER

To the knowledge of the Corporation, none of the Nominees (a) is, as of the date of this Circular, nor has been within ten years before the date of this Circular, a director, chief executive officer or chief financial officer of a corporation that (i) was subject to a cease-trade order, an order similar to a cease-trade order or an order which denied the relevant corporation access to any exemption under securities legislation which was in effect for a period of more than 30 consecutive days that was issued while the Nominee was acting in the capacity of director, chief executive officer or chief financial officer, or (ii) was subject to a cease-trade order, an order similar to a cease-trade order or an order which denied the relevant corporation access to any exemption under securities legislation that was issued after the Nomi/nee ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity of director, chief executive officer or chief financial officer; (b) is, as of the date of this Circular, nor has been within ten years before the date of this Circular, a director or executive officer of any corporation, including the Corporation, that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (c) has, within ten years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the Nominee.

BUILDING A BETTER WORLD WITH **RENEWABLE ENERGY**

For 30 years now, Innergex believes in a world where abundant renewable energy promotes healthier communities and creates shared prosperity. As an independent renewable power producer that develops, acquires, owns and operates hydroelectric facilities, wind farms and solar farms, Innergex is convinced that generating power from renewable sources will lead the way to a better world.

30 years of accomplishments

We will continue to generate value for our employees, shareholders, partners and host communities today to contribute to a more sustainable world for future generations. We remain committed to responsible growth that balances people, our planet, and prosperity. Innergex generates renewable energy in Canada, the United States, France and Chile.

The Corporation's shares are listed on the Toronto Stock Exchange under the symbols INE, INE.PR.A and INE.PR.C and its convertible debentures are listed under the symbols INE.DB.B and INE.DB.C.

4 countries where we conduct operations
Canada, United States, France, Chile

5 offices worldwide
Longueuil and Vancouver in Canada, San Diego in the United States, Lyon in France and Santiago in Chile

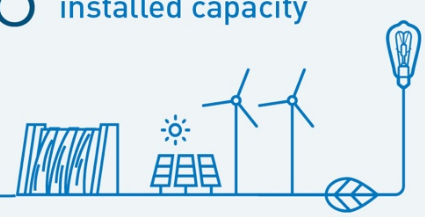
25 projects built

43 projects acquired

68 operating facilities in our portfolio of assets

410 employees[1]

3,488 MW of total gross installed capacity



100% RENEWABLE ENERGY

[1] Including employees from Energía Llaima

BALANCING PEOPLE, OUR PLANET AND PROSPERITY TO **BUILD A BETTER WORLD**

We are guided by our philosophy of sustainable growth that balances people, our planet and prosperity. By harnessing the power of the sun's rays, the natural flow of water and the motion of the air, we continue to focus our actions on fighting climate change to generate a greener future.

Our value is generated from the balance between these three shared beliefs and we remain convinced that focusing on renewable energy, while balancing the three Ps, will lead the way to a better world for future generations.

PEOPLE
A passion to make a difference

Our growing and diverse team attracts skilled and passionate people who share a commitment to create a better world. Together, we achieve our mission by driving opportunities, acting with integrity and following our passion. Our employees have enabled Innergex to not only become one of the largest independent renewable energy producers in Canada, but have positioned us as a global player in the renewable energy sector.

We are proud to invest in equal opportunities for a more balanced workplace. In 2019,

26% **OF WOMEN** were officers and

46% **OF WOMEN** were in other management positions

Our employees receive fair and competitive compensation with

$38 MILLION

in employee wages and benefits paid out in 2019

Became a signatory in the

EQUAL BY 30 **CAMPAIGN**

which promotes equal pay, equal leadership and equal opportunities for women in the clean energy sector by 2030

Conducted Innergex's **first employee survey** of full-time permanent and fixed-term employees with a

RESPONSE RATE OF 84%

PLANET

Renewable energy for a greener future

Since our beginning, we have understood the responsibility and opportunity we have in building a better world for future generations. By generating renewable energy exclusively, Innergex has remained well positioned to lead the transition to a carbon-neutral economy and is more optimistic than ever about the opportunities that lie ahead to do even more. Our development is conducted in harmony with the environment to harness the power that will continue to drive solutions for a better world.

In their operation, our facilities do not emit significant amounts of Greenhouse Gases (GHG) and they also produce electricity that offsets GHG emissions.

The annual GHG emissions offset by Innergex's production of clean, renewable energy in 2019 was approximately

5,671,704

METRIC TONNES OF CO_2

avoided, or the equivalent of removing 1,225,335 gasoline passenger vehicles from roads[1]

Building a better world with renewable energy is our mission.

In 2019, we supplied the equivalent of

850,490

HOUSEHOLDS

with clean, renewable energy[2]

Our environmental team manages the ecological health of

329,366

SQUARE METRES

(the equivalent of 61 football fields) of fish habitat created to offset temporary impacts from construction activities and any longer term impacts that could arise from operation

We successfully phased out plastic water bottles provided to employees at

ALL

OUR OFFICES

and replaced them with bottleless coolers that provide filtered carbonated and un-carbonated water directly from tap

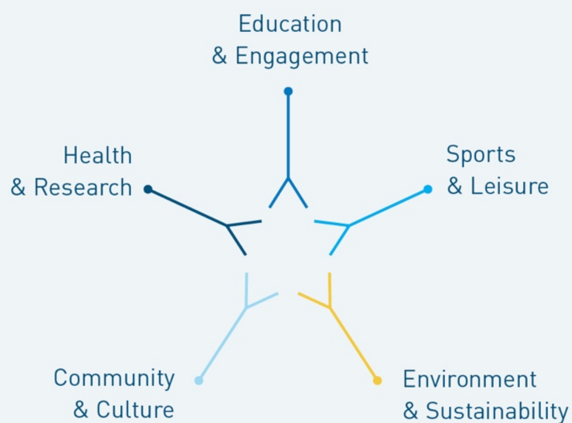
[1] Based on Innergex's 2019 Production Proportionate of 8,021,758 MWh and calculated through https://www.epa.gov/energy/greenhouse-gas-equivalencies-calculator.
[2] Based on Innergex's 2019 Production Proportionate in each country in which we operate, divided by the local average household consumption, with data from the World Energy Council (2014).

PROSPERITY
Generating wealth through strategic growth

We focus on developing projects that create long-term value and promote Innergex's sustainable growth, while maintaining the integrity of our existing assets. We are proud of the trust we have earned with the communities in which we operate, our partners, and our shareholders, and will continue to deliver long-term value through strategic and innovative investment opportunities. At Innergex, our prosperity shares economic benefits, and creates sustainable economic development opportunities and quality jobs.

In 2019, our sponsorship and donation program

BENEFITTED
174
ORGANIZATIONS



1,229,188
PERSON HOURS
worked on two construction projects in 2019

In 2019, Innergex declared more than
$95 MILLION
IN DIVIDENDS
on common shares

In 2019, we added
600
MW (gross)
of renewable energy
to our growing portfolio

Began construction on the $125 million **Innavik hydro project**, a
50-50
PARTNERSHIP
with the Inuit community of Inukjuak with a 40-year PPA

Rooted in Ethics, **DRIVEN BY EXPERIENCE**

Our mission of building a better world with renewable energy is the foundation of our development strategy and, together with our values, it guides what we do everyday. Our Governance sets the tone, example and structure that not only promotes sustainable corporate growth for our shareholders, employees and partners, but enables us to affect positive social and environmental change. The experienced, committed and uniquely skilled members of our Board of Directors set the strategic direction that has, and will continue to, position Innergex as a respected, trusted and innovative leader in the sector. Our internal policies, beginning with the Code of Conduct, set the basic principles that ensure that every member of the Innergex team conducts themselves with the utmost integrity and respect in all matters.

In 2019, our experienced Board of Directors consisted of

9 **MEMBERS**

who guided the Corporation to ensure responsible and sustainable shareholder growth

88% OF OUR 2019 BOARD MEMBERS WERE

INDEPENDENT

The Policy Regarding Board Diversity is Innergex's commitment to the value of diversity of gender and the Corporation is proud that at the end of 2019

33% **OF MEMBERS** ON THE BOARD **were women**

THE AVERAGE **AGE**

of the Board of Directors at the end 2019 was

62

In 2019, the percentage of

COMBINED

ATTENDANCE

at board and committee meetings was

98%

There are

15 POLICIES

to ensure compliance with the highest ESG standards,

4 of which were revised and updated in 2019

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Corporation is dedicated to enhancing its corporate governance practices on an ongoing basis in order to respond to the evolution of best practices. The following table contains our disclosure on our governance practices pursuant to *Regulation 58-101 Respecting Disclosure of Corporate Governance Practices* (the "CSA Disclosure Instrument") and National Policy 58-201 – *Effective Corporate Governance* (the "CSA Governance Policy")

Board of Directors

Directors Independence The Board has reviewed the independence of each nominee within the meaning of the CSA Disclosure Instrument in light of the information provided by each of them.

As a result of the foregoing assessment, the Board has determined, after reviewing the role and relationships of each of the directors, that nine of the eleven nominees proposed for election to the Board by the Management of the Corporation are independent.

Amongst other things, the Board considered whether the independence of Ross J. Beaty was affected by the fact that he held the position of Executive Chair of Alterra prior to its acquisition by the Corporation in February 2018 (the "**Alterra Acquisition**"). The Board determined that his independence was not affected by this factor, for the following reasons: (i) upon closing of the Alterra Acquisition, Mr. Beaty ceased to be an executive officer of Alterra, (ii) Mr. Beaty joined the Board following the closing of the Alterra Acquisition, (iii) Mr. Beaty has never held any employment or executive position with the Corporation or its affiliated entities, (iv) Mr. Beaty does not retain any interest in Alterra as of the date of this Circular; (v) Mr. Beaty receives no compensation from the Corporation or its affiliated entities other than director fees and (vi) Mr. Beaty does not have any other material relationship with the Corporation or its affiliated entities as of the date of this Circular.

Louis Veci was appointed by and is a representative of HQI following the HQI Investment. While the mere fact of being a representative of a shareholder holding more than 10% of the issued and outstanding shares is not, in and of itself, a reason to declare a director non-independent, the Board found that it was important to consider the relationship between the Corporation and Hydro-Québec as a whole. The fact that Hydro-Québec, in addition to its equity interest in the Corporation through HQI, is also a party to power purchase agreements and the strategic partnership agreement with the Corporation and the expectation that future investments will be made jointly by the Corporation and Fonds de croissance HQI inc., a wholy-owned subsidiary of Hydro-Québec, the Corporation determined that Mr. Veci has a material relationship with the Corporation and, for this reason, the Board considers Mr. Veci to be a non-independent director.

Pierre G. Brodeur is an HQI Nominee. After review, the Board determined that his independence was not affected by virtue of being appointed by HQI, for the following reasons: (i) he is not an employee of Hydro-Québec or any of its wholly owned subsidiary, and (ii) he has no material relationship with Hydro-Québec or any of its wholly owned subsidiary.

Michel Letellier, President and CEO, as an officer of the Corporation, is not considered to be independent under the CSA Disclosure Instrument.

Chair of the Board Independence Jean La Couture, as Chair of the Board, is independent within the meaning of the CSA Disclosure Instrument.

Independent Directors: Jean La Couture (Chair), Daniel Lafrance (Vice-Chair), Ross J. Beaty, Pierre G. Brodeur, Nathalie Francisci, Richard Gagnon, Dalton McGuinty, Monique Mercier and Ouma Sananikone.

Non-Independent Directors: Louis Veci and Michel Letellier, as President and CEO of the Corporation.

In camera sessions (Board meetings) Independent directors meet during or after each meeting to discuss matters of interest without the presence of non-independent directors and members of Management, such meetings were chaired by the Chair of the Board, Jean La Couture. Eight meetings of independent directors at which non-independent directors and members of Management were not in attendance were held in Fiscal 2019. The Special Committee formed in connection with the HQI Investment was comprised exclusively of independent directors and three meetings were held in Fiscal 2019.

In camera sessions (committee meetings) All Board committees, being the Audit Committee, the HR Committee and the Governance Committee, are composed exclusively of independent directors. The Audit Committee meets at least quarterly with the auditor, the internal auditor, the Chief Financial Officer or other members of Management in separate session to discuss any matters they believe should be discussed privately. The Audit Committee also meets i) with the Chief Financial Officer, without other members of Management being present; and ii) without any members of Management being present. The other committees meet during or after each meeting, without members of Management being present.

Record of Attendance

Overall, the combined attendance by the Directors at Board meetings in Fiscal 2019 was 99.2%. The following table sets forth the record of attendance of the Directors of the Corporation for meetings of the Board and, where applicable, for meetings of the Audit Committee, the Governance Committee, the HR Committee and the Special Committee for Fiscal 2019.

Director	Number of Board Meetings Attended	Number of Audit Committee Meetings Attended	Number of Corporate Governance Committee Meetings Attended	Number of Human Resources Committee Meetings Attended	Number of Special Committee Meetings Attended(3)
JEAN LA COUTURE(1)	8/8	6/6	3/3	4/4	3/3
ROSS J. BEATY	8/8	-	-	-	-
NATHALIE FRANCISCI	7/8	-	3/3	4/4	-
RICHARD GAGNON	8/8	6/6	-	4/4	-
DANIEL LAFRANCE	8/8	6/6	-	4/4	3/3
MICHEL LETELLIER	8/8	-	-	-	-
DALTON MCGUINTY	8/8	-	3/3	-	-
MONIQUE MERCIER	8/8	-	3/3	-	3/3
OUMA SANANIKONE(2)	8/8	3/4	-	-	-

(1) Jean La Couture is an *ad hoc* member of all other committees.
(2) Ouma Sananikone became a member of the Audit Committee on March 21, 2019, after this date only four meetings were held.
(3) A Special Committee of independent directors comprised of Jean La Couture, Daniel Lafrance and Monique Mercier was created by the Board in connection with the HQI Investment.

Board Mandate

The Board is responsible for the stewardship of the Corporation. Its mandate is to oversee the management of the business and affairs of the Corporation while taking into account ethical issues and stakeholders' interests. The Board has adopted a formal mandate (the "**Charter**") (last revised in March 2020) for itself which is reproduced under Schedule "A" to this Circular.

The Charter describes the responsibilities of the Board in matters of:

- *Strategic planning and risk management*
- *Human resources and performance assessment*
- *Financial matters and internal control*
- *Corporate governance*
- *Health and safety matters*
- *Environment and corporate social responsibility matters*

Board Committees

To help the Board perform its duties and responsibilities, the Board has three standing committees, being the Audit Committee, the Governance Committee and the HR Committee, and has no other permanent standing committee. A written charter has been developed for each Committee setting their respective mandates, and each Committee reports to the Board.

Audit Committee Disclosure

Daniel Lafrance is Chair of the Audit Committee, Richard Gagnon and Ouma Sananikone are its other current members. Each of them is independent, experienced and financially literate within the meaning of Regulation 52-110 *Respecting Audit Committees*. The specific experience of each of the members of the Audit Committee is detailed in the Annual Information Form of the Corporation for Fiscal 2019 (the "**Annual Information Form**") available on the Corporation's website at www.innergex.com and on SEDAR at www.sedar.com.

The mandate of the Audit Committee attached as Schedule "B" to the Annual Information Form explicitly describes the role and oversight responsibilities of the Audit Committee.

In particular, the mandate of the Audit Committee provides that the Audit Committee shall, inter alia:

- recommend the appointment of the external auditor, its compensation, as well as reviewing and monitoring its qualification, performance and independence;
- review the relationships between the external auditor and the Corporation, including considering the auditor's judgments about the quality, transparency and appropriateness and not just the acceptability of the Corporation's accounting principles and resolving any issues between the external auditor and Management;
- pre-approve all non-audit services to be provided to the Corporation and its subsidiaries. The Audit Committee has approved a written policy on pre-approval of non-audited services;

- review and recommend the approval of the annual and interim financial statements of the Corporation, including the Corporation's Management's Discussion and Analysis ("**MD&A**") disclosure, earnings press releases and Annual Information Form prior to their release, filing and distribution;
- oversee the implementation of adequate procedures for the review of the Corporation's public disclosure of financial information (other than the public disclosure referred to in the preceding sentence) extracted or derived from its financial statements, including periodically assessing the adequacy of such procedures;
- review the integrity of the financial reporting processes, both internal and external in consultation with the internal and external auditors;
- establish procedures for the receipt, retention and treatment of complaints or concerns received by the Corporation regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;
- review hiring policies for employees or former employees of the Corporation's firm of external auditors;
- authorize or conduct investigations into any matters that fall within its scope of responsibilities;
- if it considers appropriate, hire outside advisors and communicate directly with external or internal auditors, if applicable.

The Board has approved a whistle-blowing procedure with respect to the anonymous submission by employees of concerns regarding, *inter alia*, questionable accounting or auditing matters.

Position Descriptions

The Board has developed a written position description for the Chair of the Board, for each Committee's chair and for the President and CEO.

Mandate of the Chair of the Board The mandate of the Chair of the Board states that he is responsible for the management and operation of the Board and for relations between the Board, shareholders and other interested parties. He must ensure that the Board performs the tasks related to its mandate in an efficient manner, and that directors clearly understand and respect the limits between the Board and Management's responsibilities. The mandate of the Chair of the Board also states that he shall provide leadership to enhance Board effectiveness.

Mandate of each Committee' chair The mandate of each Committee's chair provides that each Committee chair's key role is to manage his/her respective committee and ensure that the committee carries out its mandate effectively. Like the Chair of the Board, each Committee chair is expected to provide leadership to enhance committee effectiveness and must oversee the Committee's discharge of its responsibilities. Committee chairs must report regularly to the Board on the businesses of their respective committees.

Mandate of the President and Chief Executive Officer The Board has delegated to the President and CEO and his management team the responsibility for the day-to-day management while respecting the Corporation's strategic plans, operational agenda, corporate policies and financial limits approved from time to time by the Board.

The President and CEO needs to develop and maintain a strong working relationship with the Management team to ensure the Corporation has the right people in the right position to effectively accomplish the strategic objectives of the Corporation. The President and CEO will meet at least once annualy with the HR Committee to discuss goals and objectives for and the performance of, the Management team and to make recommendation on their compensation. The performance of the President and CEO and his management team will then be assessed against the achievement of strategic objectives and budget and the financial performance of the Corporation. See "Compensation of Named Executive Officers" on page 38.

The President and CEO will assit the Governance Committee with the development of mandates for the Board and the committes and in the orientation of new directors and continuing education for all directors.

The Board expects to be advised, on a regular basis, as to the results being achieved and to be presented, for approval, with alternative plans and strategies proposed to be implemented, in keeping with evolving conditions. Furthermore, the Board expects the President and CEO and his management team to review the Corporation's strategies, carry out a comprehensive budgeting process, monitor the Corporation's performance against the budget and identify opportunities and risks affecting the Corporation and find ways to deal with them.

In addition to those matters which by law must be approved by the Board, or a committee of the Board to which authority has been delegated by the Board, Board approval is required for all matters of policy and all actions proposed to be taken by the Corporation, which are not in the ordinary course of business. In particular, the Board approves major capital expenditures, all material transactions and the appointment of all officers.

Board Assessments

The Governance Committee has the mandate to ensure that a process is in place for the annual review of the contribution and qualifications of individual directors, the performance and effectiveness of the Board as a whole and the Board committees as well as the Chair of the Board and chairs of each committee. The Governance Committee reviews and approves a performance evaluation questionnaire that is forwarded annually to Directors. The questionnaires and guideline for discussions cover a wide range of issues and allows for comments and suggestions. They cover the Board as a whole, each board member, and Board committees, as well as chairs' performance. The Chair of the Board compiles responses and contacts each director, to discuss the Board and Board committee evaluations as well as individual directors' performance, including that of committee chairs. The Chair of the Board then reports the results to the Board and implement a yearly action plan to follow-up on comments and suggestions made for continuous improvement of the Board's performance and effectiveness. This formal evaluation process is performed annually.

The most recent annual evaluation, which was conducted in the fourth quarter of Fiscal 2019, showed that the Board, its Committees, Committee chairs, the Chair of the Board and individual directors were effectively fulfilling their responsibilities.

Orientation and Continuing Education for Directors

Orientation In addition to having extensive discussions with the Chair of the Board and the President and CEO with respect to the business and operations of the Corporation, new directors attend orientation and training sessions provided by various members of senior management. They are provided with extensive information on the Corporation's business, its strategic and operational business plans, its corporate objectives, its operating performance, its corporate governance philosophy and its financial position. The Board further ensures that new directors nominees fully understand the role of the Board and its Committees and the contributions that individual directors are expected to make.

Continuing Education Presentations are made by Management and outside consultants to the Board from time to time to educate and keep Board members informed of changes and trends within the Corporation and its industry, including the competitive landscape, the regulatory framework and requirements.

In 2019, Board members were provided with the following continuing education trainings and activities:

Education presentations	Participants
Presentation on Corporate Governance recent developments and trends on October 22, 2019	Attended by all the Corporate Governance members, the Chair of the Board and Michel Letellier, President and Chief Executive Officer
Presentation on methods of Directors' compensation by external consultants on October 22 and November 4, 2019	Attended by all the Corporate Governance members, the Chair of the Board and Michel Letellier, President and Chief Executive Officer
Visit of the Phoebe Project in Texas on November 12, 2019	Attended by all Board members and some senior executive management members (namely, Michel Letellier, President and CEO, Jean Trudel, CIO and Jean-François Neault, CFO)
Presentation on Innovation: Batteries and other technologies on December 16, 2019	Attended by all Board members and some senior executive management members (namely, Michel Letellier, President and CEO, Jean Trudel, CIO and Jean-François Neault, CFO)
Presentation on Climate Change on December 16, 2019	Attended by all Board members and some senior executive management members (namely, Michel Letellier, President and CEO, Jean Trudel, CIO and Jean-François Neault, CFO)

In addition to the foregoing, the Corporation subscribes for a Global membership for the Board with the Institute of Corporate Directors. This membership ensures that the Corporation's directors benefit from and have access to quality up-to-date information, tools and training.

Risk Management

The Corporation is committed to proactive and strong risk governance and oversight practices supported by the Board and members of Management.

The Board is responsible to review and assess material risks associated with the Corporation's business, which may adversely affect it, its activities, its financial condition or reputation. More specifically, the Board ensures that the Corporation has implemented systems to effectively identify, manage and monitor the principal risks associated with its business and to mitigate or reduce their potential negative impacts. The oversight of certain risks may be delegated to certain Board committees that report to the Board.

Responsibility for risk management is shared across the organisation including each segment of activities. Risk oversight also occurs at the level of operating subsidiaries of the Corporation, to ensure that risks are efficiently managed at every level of its corporate structure. New risks or important risks are identified and reported together with mitigation plans and the risk tolerance related to such risks is communicated and discussed across all levels of the Corporation's corporate structure.

The Board takes an active role in discussing risk management with its committees to ensure that risks are properly identified, assessed and effectively managed at all levels of the Corporation's activities. Internal audit is an additional tool to validate the effectiveness and efficiency of risk management across all aspects of the Corporation's business.

The Board's risk management oversight aims to ensure that risks are identified, reduced and mitigated, where possible. However, these risks cannot always be identified or be completely eliminated from the Corporation's activities.

Ethical Business Conduct

Innergex's Code of Conduct The Corporation has adopted a written Code of Conduct (the "**Code**") which was updated in 2019 and applies to each employee, director and officer of the Corporation and its subsidiaries. The purpose of the Code is to provide guidelines to ensure that the Corporation's reputation for integrity and good corporate citizenship is maintained through the adherence to high ethical standards and compliance thereto by all of those individuals. The Code includes, among other things, rules of conduct with respect to prevention of harassment and bullying in the workplace and corruption.

The Corporation's Code is available on the Corporation's website at www.innergex.com and on SEDAR at www.sedar.com. A copy is remitted to all new employees and is made available to all employees upon request to the Corporate Secretary.

- The Board, through its Governance Committee, reviews the implementation of and compliance with the Code. In this respect, it receives regular reports from the Vice President – Legal Affairs and Secretary and written declarations as to any complaints received pursuant to the Code.
- In 2017, the Corporation implemented the Innergex EthicsPoint which provides our team members with a tool to submit anonymous questions or complaints regarding ethical concerns or situation. This tool is supported by a third party provider who runs the hotline and forwards calls and reports received to the Vice-President - Legal Affairs and Secretary for investigation or alternatively to the Vice President - Human Resources. The Innergex EthicsPoint is available 24 hours a day, seven days a week.

Conflicts of Interest Our Code clearly states that directors and officers should avoid and disclose any situation that could potentially create any conflicts of interest. The Board can and does exercise independent judgement. The Board monitors the disclosure of conflicts of interest by directors and ensures that no director will vote or participate in a discussion on a matter in respect of which such director has a material interest.

Fostering Ethical Culture At the Board's request, the Board members, Management and employees of the Corporation attended training sessions in Fiscal 2019 with respect to the prevention of harassment in the workplace provided by an external consultant. In addition, the Vice President – Legal Affairs and Secretary provided a training to employees and Management on the other matters addressed by the Code and related policies.

The Code is delivered annually to all directors, executive officers and active employees who must sign the annual confirmation attached to the Code.

The Board promotes a business environment where employees are encouraged to report malfeasance, irregularities and other concerns. The Board has also adopted a whistle-blowing procedure with respect to the submission by employees of concerns regarding, *inter alia*, questionable accounting or auditing matters to manage any complaints anonymously if required. Moreover, the Board has implemented an Executive Incentive Recoupment Policy providing for the recoupment of certain incentive compensation paid to senior executive officers under certain circumstances. For information on the Recoupment Policy, see page 56.

Shareholder Engagement Policy

The Board believes in the importance of open and constructive dialogue with our shareholders. To facilitate such engagement, the Board adopted, in November 2017, its Shareholder Engagement Policy. This Policy outlines how the Board and Management may communicate with shareholders, how shareholders can communicate with the Board and provides an overview of how Management interacts with shareholders. The Governance Committee oversees this Policy and will review it annually and recommend any changes to the Board for its approval. The Shareholder Engagement Policy is available on the Corporation's website at www.innergex.com. Shareholder's may communicate directly with the Board by email at CA-BOD@innergex.com.

Nomination of Directors

The Governance Committee is responsible for identifying and recommending to the Board suitable nominees for election to the Board.

Recruiting is based on the skills and experience of the candidates in relation to the needs of the Corporation and the time commitment of individuals to the Corporation's matters. To that effect, the Board has developed a skill matrix as further described below. A skills gap analysis was performed by the committee to determine the skills, experience and attributes that should be sought by the Board in its recruitment process.

As a result of the Private Placement, so long as HQI holds at least 15% of the issued and outstanding Common Shares of the Corporation, it has the right to designate two HQI Nominees and if it holds at least 10%, it has the right to designate one nominee. HQI will lose the right to designate any nominee to the Board if it holds less than 10%.

So long as HQI has the right to designate at least one nominee to the Board, HQI will have the right to designate one of the HQI Nominees to be appointed to the Audit Committee of the Board, provided that the Board will be consulted prior to the appointment of any such HQI Nominee to the Audit Committee and such nominee will be subject to a favourable recommendation from the Governance Committee, acting reasonably, confirming (i) that such member meets the needs of the Corporation according to the analysis of the skills matrix already developed by the Board and (ii) that he or she is an appropriate candidate for the position of director for reasons of reputation and Board dynamics.

The Governance Committee must comply with the Policy Regarding Board Diversity and the final decisions are made at Board meetings.

Monique Mercier is Chair of the Governance Committee and Nathalie Francisci and Dalton McGuinty are its members, all of whom are independent.

The Corporation's Governance Committee has the responsibility of reviewing the composition of the Board, defining, where appropriate, qualifications for directors and procedures for identifying possible nominees, proposing new nominees for appointment to the Board where applicable and providing orientation to new Board members.

In addition to the above, the Governance Committee will maintain an up-to-date list of potential candidates based on a prioritized list of skills and qualifications, as well as on diversity.

The Charter of the Governance Committee is available on the Corporation's website at www.innergex.com.

Skills Matrix

The Governance Committee developed a skill matrix to identify the key skills and areas of strength which it believes are important to oversee the business and the growth of the Corporation, guide Management and properly manage the risks the Corporation is facing.

The skill matrix is reviewed annually and is used by the Board as an additional tool to review the appropriateness of the composition of the Board, to identify skills gap and potential new candidates for appointment to the Board, based on their skills and experience to complement the current skills and experience mix of the Board. In addition to the key skills and experience identified in the skill matrix, members of the Board are selected based on their good business judgement, high level of integrity, honesty, firm commitment to the interests of the Corporation, including the interest of all shareholders and other stakeholders and availability to devote sufficient time to their duties as a Board member.

The table below illustrates, for each skill and experience, the current skills and experience mix of the Nominees to the Board. The use of the skill matrix may also serve as a guide for the Governance Committee to identify specific development needs of each Board member and of the Board as a whole.

	AGE			YEARS ON THE BOARD			COMPETENCIES / SKILLS												LOCATION				
Name	59 and under	60 to 69	70 +	0 to 5	6 to 10	11 +	Public Boards	Renewable Power Industry	Audit / Financial	Human Resources / Compensation	Operations / Maintenance / Constructions / Engineering	Health and Safety	ESG Criteria	Public Affairs and Regulatory / Communication	Investments Banking / Financing	Legal	Mergers and Acquisitions	Strategic Planning	Canada	USA	Europe	Latin America	Other Markets
Jean La Couture			•		•		3	3	3	3	3	2	2	2	3	3	3	3	3	2	2	1	2
Daniel Lafrance		•			•		2	2	3	2	2	2	2	2	3	2	3	3	3	2	1	2	1
Ross Beaty		•		•			3	3	2	3	3	2	3	2	3	2	3	3	3	3	2	3	2
Nathalie Francisci	•			•			2	2	2	3	1	2	3	2	2	2	2	2	3	1	2	1	1
Richard Gagnon		•		•			2	2	2	3	1	2	3	3	2	2	2	3	3	2	2	2	1
Michel Letellier	•					•	3	3	3	2	3	2	3	2	3	2	3	3	3	2	2	2	2
Dalton McGuinty		•		•			2	2	2	2	2	2	2	3	1	2	1	2	3	1	1	1	1
Monique Mercier		•		•			3	2	2	3	1	1	2	2	2	3	3	2	3	2	1	2	2
Ouma Sananikone		•		•			3	2	2	3	2	2	3	2	3	2	3	3	2	3	2	2	2
Louis Veci	•			•			1	3	3	2	3	3	2	2	1	2	2	3	3	2	2	2	2
Pierre G. Brodeur		•		•			2	2	3	2	2	2	2	2	3	2	3	3	3	2	2	2	1

Legend:1: Nominee having no or minimal skills, experience or knowledge of this field; 2: Nominee having general skills, education or experience in this field, without being an expert or a professional thereof; 3: Nominee having great knowledge, experience or being an expert or specialized in this field or market

Definition of skills:

- **Renewable Power Industry**: Board or management experience with, or understanding of, renewable energy and/or related technologies
- **Audit / Financial**: Board or management experience with, or understanding of, financial accounting and reporting, as well as familiarity with internal financial/accounting controls and IFRS.
- **Human Resources / Compensation**: Board or management experience with, or understanding of, executive compensation policies and practices, compensation related risks, talent management/retention and succession planning.
- **Operations / Maintenance / Construction / Engineering**: Board or management experience with, or understanding of, power or utility operations, maintenance, construction or engineering.
- **Health & Safety**: Board or management experience in, or understanding of, the regulatory environment surrounding workplace health and safety.
- **ESG Criteria**: Board or management experience in, or understanding of, environmental policies, managing and evaluating environmental risks (for the Environment criteria); relationships with employees, communities and partners (for the Social criteria); and governance/corporate responsibility practices with a public company or other major organization, culture of accountability and transparency (for the Governance criteria).
- **Public Affairs and Regulatory / Communication**: Board or management experience in, or understanding of, government and public affairs, including government relations, in the context of the power industry or other highly-regulated industries.
- **Investment Banking / Financing**: Board or management experience with, or understanding of, finance or financial markets in connection with major transactions or projects.
- **Legal**: Board or management experience in, or understanding of, laws and regulations in the context of the power industry or other highly regulated industries.
- **Mergers and Acquisitions**: Board or management experience with, or understanding of, mergers and acquisitions in connection with major transactions.
- **Strategic Planning**: Board or management experience with, or understanding of, strategic planning, giving strategic direction and leading growth for a private or public entity.

Director Term Limits and Other Mechanisms of Board Renewal

The Governance Committee has the responsibility to review the composition of the Board which includes making recommendations with respect to Board renewal. The Charter of the Board provides that any director who has reached 72 years of age or has served on the Corporation's Board for a period of 15 years (the "**Retirement Time**") must tender his resignation to the Board on or before February 1, following the occurrence of the Retirement Time. The Board may, at its discretion, decide to accept the resignation or offer such director to continue to sit on the Board beyond the Retirement Time. In April 2018, Jean La Couture reached the Retirement Time and tendered his resignation to the Board. With a view to the best interest of the Corporation, the Board decided to waive the Retirement Time limits for Mr. La Couture. The Board took into consideration, among other matters, the implementation of the strategic alliance with Hydro-Quebec announced on February 6, 2020 of which he was a key contributor and the unprecedented impact of the Coronavirus (COVID-19) pandemic during which Mr. La Couture's extensive experience and network as well as his deep knowledge of Innergex`s business will prove very useful. The Board also took into consideration the fact that the Board was significantly renewed over the last three years. Five new directors have joined the Board and another one is a nominee for election at the Meeting. Two of them are HQI Nominees resulting from the HQI Investment. The Board's objective with respect to its renewal is to achieve a balance between the need to have a depth of institutional experience and business knowledge among its members and the need for renewal and new perspectives. The Board believes that with the addition of these new directors, it is important to retain Mr. La Couture to ensure a smooth transition. These limits do not apply to a director who is also a member of the Corporation's management.

Policy Regarding Board Diversity

In 2015, the Corporation adopted a written policy in order to foster diversity at Board level, which, among other things, relates to the identification and nomination of women directors. The purpose of its Policy Regarding Board Diversity (the "**Diversity Policy**") is to foster diversity in general and gender diversity in particular on the Board when identifying and selecting new candidates for election to the Board.

In light of recent legislative amendments, the Governance Committee modified the Diversity Policy. The Corporation still seeks to maintain a Board comprised of talented and dedicated directors with a diverse mix of expertise, experience, skills and backgrounds. The skills and backgrounds collectively represented on the Board should reflect the diverse nature of the business environment in which the Corporation operates.

When selecting and presenting candidates to the Board for appointment, the Governance Committee will consider director candidates on merit, based on a balance of skills, experience, expertise and background to complement and expand on the existing skills, experience and expertise of the Board while taking into account the strategic direction of the Corporation. In this process, the Governance Committee will consider a variety of criteria, including age, geography, and the representation of individuals from the following groups: women, indigenous peoples, persons with disabilities and members of visible minorities (the "**Designated Groups**") to ensure that the Board benefits from the broader exchange of perspectives made possible by diversity of thought, background, skills and experience. In this regard, the Board seeks to achieve a Board composition in which each gender represents at least 30 per cent of the independent directors. The Board has not, however, established a target for the other Designated Groups. The Board has determined that, at this time, additional targets would not be the most effective way of ensuring the Board is comprised of individuals with diverse attributes and backgrounds and believes its current composition reflects the principles of diversity set out in the Diversity Policy.

Furthermore, to ensure that there is a broad pool of candidates to draw upon in the event of a vacancy on the Board, the Governance Committee will maintain an evergreen list of potential candidates based on the skills, experience and attributes prioritized by the Board.

The Governance Committee reports to the Board with respect to the process of identification and selection of new candidates in order to ensure that the Diversity Policy is implemented effectively. Since inception of the Diversity Policy in 2015, three of the six new directors appointed to the Board are women.

Consideration Given to the Representation of the Designated Groups in Executive Officer Appointments

The Corporation values diversity of gender, ethnicity, nationality and other attributes, and is committed to supporting the members of the Designated Groups in leadership positions. However, with a view to fostering diversity, the Corporation does not believe that targets are the right approach. It believes it is more positive to create an effective culture of diversity. The Corporation's first criteria in selecting candidates to an executive position is based on considerations such as experience, skills and ability.

However, while neither a written policy nor targets relating to the identification and appointment of executives from the Designated Groups have been adopted to date and the emphasis in filling vacancies has been finding the best qualified candidates given the needs and circumstances of the Corporation, a nominee's diversity of gender, ethnicity, nationality, age, experience and other attributes has and will be considered in the assessment of officer nominees.

Number of Members of the Designated Groups on the Board and in Executive Officer Positions

As of the date of this Circular, three women (37.5%) and five men (62.5%) sit on the Board as independent directors. The Nominees proposed for election as independent directors at the Meeting include three women (33.3%) and six men (66.7%). As of the date of this Circular, the Corporation has one director who is a visible minority, representing 12.5% of the independent directors. The Corporation currently has no director who is an indigenous person or a person with disabilities.

As of the date of this Circular, the executive officers team is composed of one women (11.1%) and eight men (88.9%) and no member of the other Designated Groups. The composition of Management has historically been very stable, with a very low rate of turnover.

Compensation

The process by which the Board determines the compensation of the Corporation's directors and the information on compensation received by the Directors of the Corporation is described under "Compensation of directors" on page 21.

The process by which the Board determines the compensation of the Corporation's officers and the Compensation governance are described under "Compensation of Named Executive Officers" on page 38.

COMPENSATION OF NAMED EXECUTIVE OFFICERS

COMPENSATION GOVERNANCE

The HR Committee is responsible for overseeing the Corporation's compensation program on a global basis and making recommendations to the Board on executive compensation and compensation plan matters. In addition, the Committee oversees the overall strategy with respect to human capital management such as recruitment, talent development, workforce planning, employee mobilisation and satisfaction, the risks related to compensation as well as succession planning for the President and CEO and all other executive officers of the Corporation. The responsibilities, power and operation of the HR Committee are further described in the Charter of the HR Committee of the Corporation reproduced in Schedule "B" to this Circular.

The Members of the HR Committee are Richard Gagnon (Chair), Daniel Lafrance and Nathalie Francisci, all of whom are independent directors within the meaning of Section 1.4 of Regulation 52-110 *Respecting Audit Committees*. Each Committee member has skills and experience that are relevant to his responsibilities in compensation, human capital management, organisational development, recruitment, leadership and talent development, governance and risk management gained by being a director, a current or former senior officer with oversight of compensation decision-making processes, human resources functions or executive search firms partner and by participating in related education programs.

In Fiscal 2019, the HR Committee's responsibilities included, among other things:

- Overseeing the overall human capital strategy and the implementation of a plan in that respect with regular reporting from Management to the HR Committee in that respect;
- Setting performance objectives for the Corporation and the President and CEO and evaluating his performance;
- Reviewing the appropriateness of the two comparison groups of the Corporation and making changes thereto;
- Reviewing and adjusting the Corporation's executive compensation program, including base compensation, short-term and long-term incentives and all other advantages;
- Reviewing and adjusting the directors' compensation;
- Reviewing the Corporation's succession planning for the President and CEO and the executive officers including discussions of development plans; and
- Reviewing and assessing the risks associated with the Corporation's compensation policies and practices.

RISK OVERSIGHT

The HR Committee reviews and recommends to the Board the Corporation's compensation policies and practices, taking into account any associated risks. As further described hereunder, the components of compensation include a base salary, a short-term incentive plan (the "**Annual Incentive Plan**" or the "**Performance Bonus**") and a long-term equity-based incentive plan of the Corporation made up of the Stock Option Plan (the "**Stock Option Plan**") and the Performance Share Plan (the "**Performance Share Plan**"). The Board believes that the balanced use of these key components of the compensation program eliminates reliance on any single performance metrics thus mitigating risks related to compensation and ensuring that compensation is aligned with the interests of shareholders. The Performance Bonus payouts are subject to a strict maximum equal to two times the target and the minimum thresholds to be achieved in order to receive a payout are set at challenging levels to ensure that the Corporation's performance goals are met before the Performance Bonus is payable.

During the review performed for Fiscal 2019, the HR Committee has not identified any risks arising from the Corporation's compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation.

As part of the compensation risk management measures, the Board has implemented, over recent years, compensation governance policies and guidelines such as anti-hedging provisions whereby the Corporation's executive officers and directors are prohibited from purchasing financial instruments relating to the Corporation's Common Shares, a Recoupment Policy that allows the Board to claw back incentive compensation from executive officers when financial results have to be materially restated or corrected because of executive fraud or misconduct, and minimum shareholding requirements for executive officers, as further described below under "Other Key Compensation Policies of the Corporation".

SUCCESSION PLANNING

The HR Committee oversees Management's succession planning. At least once a year, the HR Committee reviews the progress, examines any gaps in the succession plan, reviews the development plan of each identified potential successor as well as the different scenarios to efficiently address any emergency replacement events. The HR Committee meets at least once a year with the President and CEO and other officers to review the succession plan and identify the development needs of qualified internal candidates for filling potential future openings in key positions.

INDEPENDENT ADVISORS

The HR Committee may hire outside advisors at the expense of the Corporation in order to assist the Committee in the performance of its duties.

In Fiscal 2017 and 2018, the HR Committee did not retain the services of any compensation consultant.

In Fiscal 2019, the Governance Committee and the HR Committee retained the services of PCI-Perrault (the "**Compensation Consultant**"), an independent consultant, to perform a benchmark analysis of the compensation of independent members of the Board, the senior executives and executives of the Corporation against the compensation policies and practices of comparable corporations.

Executive-Compensation-related Fees

The following table outlines the fees paid to the Compensation Consultant for services provided during financial years 2018 and 2019.

ADVISOR	EXECUTIVE COMPENSATION-RELATED FEES ($)		ALL OTHER FEES(1) ($)	
	2019	2018	2019	2018
PCI-Perrault	$23,795.37(1)	-	-	-

(1) This amount includes the mandates given by the Governance Committee and the RH Committee, as detailed above.

COMPARISON GROUPS

The Corporation uses two comparison groups.

As a tool for benchmarking the Corporation's senior executive and directors compensation, in general, the Corporation uses	⇒ the "Compensation Comparison Group"
To determine the vesting of a portion of the performance shares rights granted based on the ranking of the three-year average total shareholder's return of the Corporation relative to peers, the Corporation uses	⇒ the "Performance Group"

⇒ *Compensation Comparison Group* The Corporation uses the Compensation Comparison Group to benchmark the Corporation's senior executive compensation. It is composed of the 11 publicly-traded corporations listed below, which were selected taking into account the industry (with a focus on the Renewable Energy industry), the location with a focus on Québec based head office, the capitalization, the earnings before interest, taxes, depreciation and amortization ("**EBITDA**") and the total assets of each. The Compensation Comparison Group's appropriateness is reviewed on an annual basis to ensure that the inclusion criteria and the included corporations are still relevant. The HR Committee used the group composed of the following entities to establish the 2019 compensation plan.

Compensation Comparison Group				
Name and head office location	Activities	Market Capitalization[1] ($M)	EBITDA[2]	Total Asset Value[1] ($M)
Algonquin Power & Utilities Corp. Ontario, Canada	Utilities - Independent Power Producers	9,934	1,021	10,911
Atlantic Power Corp. Massachusetts, United States	Utilities - Independent Power Producers	322	108	936
Boralex Inc. Québec, Canada	Utilities - Independent Power Producers	2,412	377	4,557
Capital Power Corporation Alberta, Canada	Utilities - Regulated	2,996	704	8,630
Cominar Real Estate Investment Trust Québec, Canada	REITs	1,478	615	6,892
Crius Energy Trust[4] Ontario, Canada	Utilities – Regulated	-	66	581
Innergex Renewable Energy Inc. Québec, Canada	Utilities - Independent Power Producers	3,333	409	6,372
Killiam Apartment Real Estate Investment Trust Nova Scotia, Canada	REITs	1,541	245	3,380
Northland Power Inc. Ontario, Canada	Utilities - Independent Power Producers	5,442	1,288	10,479
Pattern Energy Group Inc. California, United States	Utilities - Independent Power Producers	-	395	7,173[3]
Richelieu Hardware Ltd. Québec, Canada	Manufacturing - Apparel & Furniture	1,251	110	608
Superior Plus Corp. Ontario, Canada	Utilities - Regulated	1,444	525	3,638

(1) Source : Bloomberg on March 31, 2020.
(2) EBITDA from last completed fiscal year as disclosed on the TSX's website.
(3) Amount is in US dollars.
(4) Crius Energy Trust has been acquired by Vistra Energy in July 2019 and is no longer listed on the TSX.

The Fiscal 2018 and 2019 total compensation of the President and CEO was positioned below the median when compared with the total compensation of the Corporations composing the Compensation Comparison Group's 2019 proxy circulars data information.

⇒ *Performance Group* The Corporation uses the Performance Group in order to link 50% of the performance objectives of the performance share rights granted under the Performance Share Plan to the ranking of the Corporation's total shareholders return ("**TSR**") among the TSR of each of the entities composing the Performance Group over three-year periods. In Fiscal 2019, it was composed of the 13 publicly traded entities listed below, including the Corporation, plus the S&P/TSX Composite Index, which were selected since their activities, dividend yield payment profiles are similar or comparable to those of the Corporation. For consistent comparison purposes, the TSR Performance Group is reviewed on an annual basis prior to each performance share right grant to ensure that the entities or indexes included are still relevant. See the "Performance Share Plan" on page 54 for more details on each grants, the performance targets and on the calculation of the TSR and of the ranking.

PERFORMANCE GROUP			
Name and head office Location	Activities	Symbol	Dividend Yield
Algonquin Power & Utilities Corp. Ontario, Canada	Utilities – Independent Power Producers	AQN Canadian equity	2.98%
Atlantic Power Corp. Massachusetts, United States	Utilities – Independent Power Producers	ATP Canadian equity	-(2)
Boralex Inc. Québec, Canada	Utilities – Independent Power Producers	BLX Canadian equity	2.64%
Brookfield Renewable Partners L.P. Hamilton, Bermuda	Utilities - Independent Power Producers	BEP United-States equity	5.11%
Capital Power Corporation Alberta, Canada	Utilities – Regulated	CPX Canadian equity	7.07%
Cominar Real Estate Investment Trust Québec, Canada	REITs	CUF-U Canadian equity	8.88%
Emera Incorporated Nova Scotia, Canada	Utilities – Regulated	EMA Canadian equity	4.41%
Fortis Inc. British Columbia, Canada	Utilities – Regulated	FTS Canadian equity	3.52%
Innergex Renewable Energy Inc. Québec, Canada	Utilities - Independent Power Producers	INE Canadian equity	3.76%
Maxim Power Corp. Alberta, Canada	Utilities - Independent Power Producers	MXG Canadian equity	-(2)
Northland Power Inc. Ontario, Canada	Utilities – Independent Power Producers	NPI Canadian equity	1.42%
Pattern Energy Group Inc. California, United States	Utilities - Independent Power Producers	PEGI United-States equity	-2)
TransAlta Renewables Inc. Alberta, Canada	Utilities - Independent Power Producers	RNW Canadian equity	6.32%
Valener Inc. Québec, Canada	Utilities – Regulated	VNR Canadian equity	-(2)

(1) Source : Bloomberg on March 31, 2020.
(2) No dividend declared per common share as of March 31, 2020.

COMPENSATION PROGRAM FRAMEWORK AT A GLANCE

Through its executive compensation practices, the Corporation seeks to provide value to its shareholders through a strong executive leadership. Specifically, it seeks to attract and retain talented and experienced executives necessary to achieve the Corporation's strategic objectives and to motivate and reward executives whose knowledge, skills and performance are critical to the Corporation's short and long-term success. It also seeks to align the interests of the Corporation's executives and shareholders by motivating executives to increase shareholder value and preserve a stable dividend while building for the future which means integrating at all level the Environmental, Social and Governance factors. Accordingly, the Compensation Programs of the Corporation includes a mix of the following components, which are discussed further in the pages noted.

Base Salary (page 45)

- Fixed compensation reviewed annually;
- Based on skills, experience, role and responsibilities;
- Competitive to attract and retain talented and experienced executives.

Performance Bonus (Annual Incentive) (page 45)

- No guaranteed payouts. At risk variable compensation to motivate successful achievement of annual performance objectives
- Based mainly on the overall performance of the Corporation with a smaller portion attributable to individual performance:
  - 75% to 80.0% based on financial measures (Adjusted Payout Ratio and growth of the Adjusted EBITDA Proportionate) and development objectives;
  - 20.0% to 25.0% on personal objectives.
  - Geared towards long-term and sustainable growth;
  - 51.5% to 55.0% of the performance objectives are aligned with long term growth; growth of the Adjusted EBITDA Proportionate (23.5% to 25%) and the development objectives (28% to 30%).

> **New 2019 Corporate Objectives**
>
> For the 2019 Corporate Objectives, a new tranche of 10% of the Annual Incentive was added based on Environmental, Social and Governance (ESG) factors as part of the 28% to 30% attributed to development objectives.

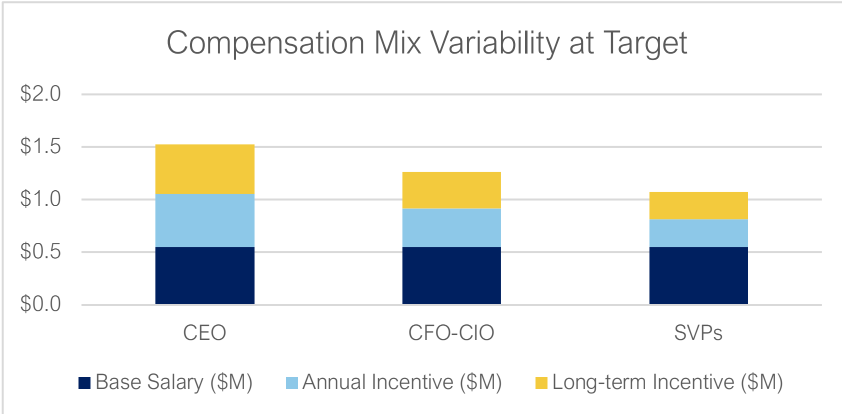
Equity based Incentive Plans (page 48)

- Composed of a mix of a Stock Option Plan and a non-dilutive Performance Share Plan which are both variable and at risk compensations;
- To align interest of executive with value creation for shareholder on a long term basis;
- Stock options value is linked to the Common Share price appreciation vesting over a 4-year period for options;
- Rewards of the Performance share rights are based on a financial measure: a combination of both an absolute target shareholders return and a relative one (the ranking of the TSR of the Corporation among its Performance Group) over a 3-year period, except as further described for the 2018 grant on page 48, which is calculated over a two year period.

Other Benefits and Perquisites

- Contributions to RRSPs and other perquisites such as car allocation.

The compensation program mix between base salary and the variable annual and long-term incentives for Fiscal 2019 for the President and Chief Executive Officer ("**CEO**"), the Chief Financial Officer ("**CFO**"), the Chief Investment Officer and Head of Development ("**CIO**") and for the Senior Vice-Presidents ("**SVPs**"):

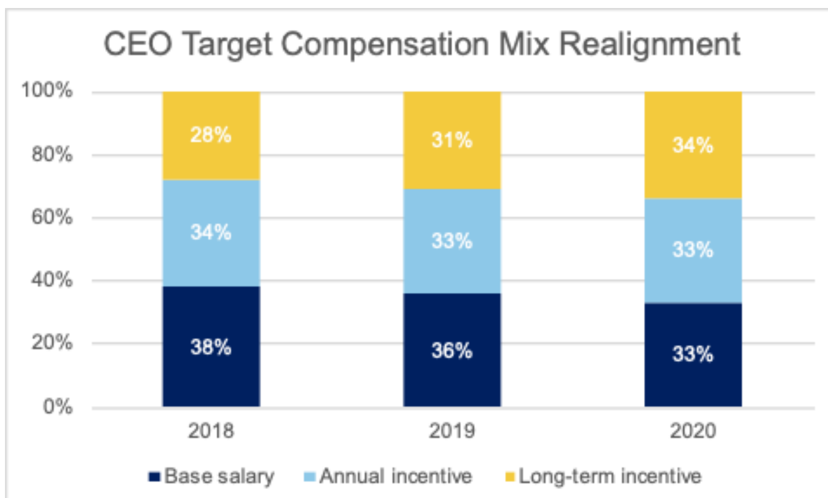


- ⇒ At least 40.0% of the target 2019 CEO compensation mix (30% for the other NEOs) is aligned with long-term growth; namely 28.0% to 30.0% of the Annual Incentive (the development objectives of the Performance Bonus) and 100% of the long-term incentives.
- ⇒ At least 45.0% of the target 2019 CEO compensation (35% for the other NEOs) is based on financial measures such as the adjusted payout ratio, the proportionate adjusted EBITDA, total shareholder return and common share value.

COMPENSATION MIX REALIGNMENT

Throughout late 2019 and early 2020, the HR Committee proceeded with a benchmarking exercise of executive compensation. One of the important conclusions of the study was that, compared to market practices, the Corporation was putting slightly lower emphasis on long-term incentives versus short-term incentives. Furthermore, the HR Committee established a plan to award future compensation increases under the form of long-term incentives so as to increase the proportion of long-term compensation incentives in the overall compensation. A first step in such direction has been made with the 2020 compensation review.

The HR Committee reviewed and recommended to the Board to re-align the compensation mix of the Named Executive Officers in order to increase the weight of the long-term incentive plan. The CEO compensation mix was realigned as shown in the table on the right:



SUMMARY TABLE

The following table presents information regarding the compensation earned in Fiscal 2017, 2018 and 2019 by the President and CEO, the Chief Financial Officer and the other three most highly compensated executive officers of the Corporation as of December 31, 2019 (the "**Named Executive Officers or "NEO**").

Fiscal Year	Salary ($)	Share-based awards ($)[1]	Option-based awards ($)[2]	Non-equity incentive plan compensation ($)		Pension value ($)	All other[6][7] compensation ($)	Total compensation ($)
				Annual incentive plans[3]	Long-term incentive plans			
Michel Letellier - President and CEO								
2019	550,381	440,706	27,554	509,233	–	–	13,250	1,541,124
2018	537,259	401,477	–	487,681	–	–	13,115	1,439,532
2017	526,724	303,312	26,268	520,009	–	–	13,005	1,389,318
Jean-François Neault - Chief Financial Officer[4]								
2019	325,000	151,899	12,749	189,930	–	–	13,250	692,828
2018	61,250	139,734[5]	–	56,636[5]	–	–	2,500	260,120
Jean Trudel - Chief Investment and Development Officer								
2019	329,450	172,437	12,749	176,613	–	–	13,250	704,499
2018	307,009	139,734	–	170,658	–	–	13,115	630,516
2017	292,466	117,289	11,761	176,378	–	–	13,005	610,899
Peter Grover - Senior Vice President – Operations								
2019	285,576	123,116	8,750	148,347	–	–	13,250	579,039
2018	269,212	110,899	–	130,328	–	–	13,115	523,554
2017	228,993	92,322	8,030	119,289	–	–	11,446	460,080
Renaud De Batz - Senior Vice President – Latin America								
2019	244,106[8]	119,700	8,750	116,317	–	–	62,560	551,433
2018	219,838	110,899	–	99,830	–	–	63,920	494,487
2017	215,503	92,322	8,006	104,748	–	–	65,894	486,473

(1) For valuation purposes, (i) the value of the performance share rights ("**PSR**") granted under the Performance Share Plan is based on the volume weighted average trading price of the Common Shares on the TSX for the five (5) trading days immediately preceding each grant, which was $14.52 for Fiscal 2017 grant, $14.41 for Fiscal 2018 (granted in 2019) and $14.41 for Fiscal 2019 grant. The Fiscal 2018 PSR grant was made on March 27, 2019 for the compensation plan of Fiscal 2018; (ii) the number of performance share rights earned pursuant to a PSR may increase or decrease depending on whether or not the performance targets are reached or exceeded. For Fiscal 2017, 2018 and 2019 performance targets are based on a combination of the average TSR of the year of the grant and the two following years for the Fiscal 2017 and 2019 grants and the following year for the Fiscal 2018 grant and the ranking of the Corporation within the Performance Group, as defined under "Comparaison Group". For Fiscal 2017, 2018 and 2019, the target number of PSR granted represents a fair estimate of the potential vesting of such grants. See the "Performance Share Plan" on page 54 for more details on each grant, the performance targets and on the calculation of the TSR. These amounts do not constitute cash amounts received by the Named Executive Officers. It is an at-risk value. See "Equity-Based Incentive Plan" on page 48.

(2) All stock option values are based on the Black-Scholes model, for valuation purposes, which establishes a value of $1.36 and $1.34 per option granted during Fiscal 2017 and Fiscal 2019 respectively. The Black-Scholes valuation methodology is used to value stock options because it is the predominant methodology in the marketplace. No stock options were granted in Fiscal 2018. The following data represent the hypotheses used to calcul the Black-Scholes::

	2017	2019
Stock Price	$14.52	$14.41
Exercise Price	$14.52	$14.41
Expected Life in Years	6	6
Annualized Volatility	19.53%	20.25%
Annual Rate of Quartely Dividends	4.55%	4.86%
Discount Rate – Bond Equivalent Yield	1.67%	1.57%

(3) Amounts are paid in the fiscal year following the fiscal year for which they were earned. The Annual Incentive Plan amounts disclosed herein therefore relate to bonuses earned in Fiscal 2019 and paid in Fiscal 2020 year. See "Performance Bonus" on page 45.

(4) Jean-François Neault joined the Corporation on October 9, 2018 and was nominated as CFO as of November 14, 2018.

(5) This amount includes a $25,000 signing bonus as provided by Jean-François Neault Initial Employment Agreement.

(6) The Corporation has made contributions to the registered retirement saving plans ("**RRSP**") of, and on behalf of, each of the Named Executive Officers. The Corporation matches the employee's contribution to his RRSP up to an amount of 5% of his salary, subject to a maximum of 50% of the maximum RRSP contribution limit under the *Income Tax Act*.

(7) The value of perquisites awarded to each Named Executive Officer in Fiscal 2019 was less than $50,000 and less than 10% of the total of their respective salaries and Annual Incentive Plans except for Renaud De Batz who received his RRSP contribution mentioned in (6) above of $11,282, a car allowance of $12,154 and an annual compensation for additional interest to be paid on his mortgage resulting from his relocation, agreed upon when the Corporation required him to move from Montréal (Québec) to Vancouver (British-Columbia) in 2011, which amounts to $39,124 in 2019.

(8) That amount includes a compensation of $33,058 that relates to a foreign assignment.

Base Salary

The Corporation's approach is to pay its executives a base salary that is competitive with those of other executive officers in comparable companies in the renewable energy industry or comparable industries, such as those listed in the Compensation Comparison Group. The Corporation believes that a competitive base salary is a necessary element of any compensation program that is designed to attract and retain talented and experienced executives. The Corporation also believes that attractive base salaries can motivate and reward executives for their overall performance. The Compensation Comparison Group is also used to ensure that the base salary of its executive officers is reasonably positioned within the Compensation Comparison Group, without, however, targeting any compensation level against the Compensation Comparison Group.

On an annual basis, the President and CEO reviews the base salary of each executive and suggests adjustments as required, in accordance with certain criteria including, without limitation, (i) past salary, (ii) changes in the compensation for comparable companies such as those listed in the Compensation Comparison Group, (iii) the average 2019 salary increase announced in late 2018 by Canadian compensation firms and (iv) changes in the duties and responsibilities to ensure the compensation remains competitive and is commensurate with the responsibilities of the position and individual performance. The President and CEO typically suggests adjustments to the HR Committee which analyses the suggestions based on the Corporation's approach to executive compensation and makes its own recommendations to the Board. In February 2019, considering all these criteria, the Board authorized an approximate 2.5% increase in the base salary of the President and CEO, from $537,259 to $550,381, 0% for Jean-François Neault, 7.5% to Jean Trudel, 6.0% for Peter Grover and 2.6% for Renaud de Batz as their duties and responsibilities increased significantly in 2019, effective as of January 1, 2019.

Performance Bonus

In Fiscal 2019, the executive officers of the Corporation had the opportunity to earn an annual bonus based mainly on the overall performance of the Corporation and partially on individual performance; performance bonuses are not guaranteed and are at risk compensation. The proportion allocated to each objective is detailed in the table below.

The target and maximum bonus levels of the short-term incentive for the Named Executive Officers of the Corporation, are also presented in the table below. The target and maximum represent a percentage of the base salary earned during the financial year.

<table>
<tr><th rowspan="3">Named Executive Officer</th><th colspan="4">Performance objective weighting
(as a % of total bonus)</th><th colspan="2">Bonus
(as a % of base salary earned)</th></tr>
<tr><th colspan="2">Corporate Objectives</th><th rowspan="2">Development Objectives</th><th rowspan="2">Individual Objectives</th><th rowspan="2">Target</th><th rowspan="2">Maximum</th></tr>
<tr><th>Adjusted Payout Ratio</th><th>Growth of Adjusted EBITDA Proportionate</th></tr>
<tr><td>Michel Letellier</td><td>25%</td><td>25%</td><td>30%</td><td>20%</td><td>75%</td><td>150%</td></tr>
<tr><td>Jean-François Neault</td><td rowspan="4">23.5%</td><td rowspan="4">23.5%</td><td rowspan="4">28%</td><td rowspan="4">25%</td><td rowspan="3">45%</td><td rowspan="3">90%</td></tr>
<tr><td>Jean Trudel</td></tr>
<tr><td>Peter Grover</td></tr>
<tr><td>Renaud de Batz</td><td>40%</td><td>80%</td></tr>
</table>

Why use Adjusted Payout Ratio?

To align compensation with sustainability of current dividend and dividend increases as well as the ability of the Corporation to fund its growth.

The Adjusted Payout Ratio is defined as the result of the dividends declared on Common Shares divided by Adjusted Free Cash Flow[1] after the impact of the Dividend Reinvestment Plan ("**DRIP**") of the Corporation for any financial year. Adjusted Free Cash Flow and Adjusted Payout Ratio are not recognized measures under International Financial Reporting Standards ("**IFRS**"). For 2019, a two-year average target was used in order to smooth out extreme variations that may happen from one year to another depending on business circumstances. The application of this measure is carefully considered by the HR Committee to take into account situations that may have an unusual positive or negative impact on this calculation. This may result in certain positive or negative items to be added or excluded from the final calculation to arrive at the payout ratio after such items would have been approved by the Audit Committee of the Corporation.

	Threshold	Target	Maximum	Results
Achievement	97%	87%	76%	**92.32%**
Payout (as a % of target)	33%	100%	200%	**49%**

The 2019 objective was not met mainly due to (i) greater scheduled debt principal payments, mainly from the Cartier project loan that were higher than anticipated and (ii) lower cash from the operations mainly explained by low average water flow in British Columbia, which both offset the reduction in non-controlling interest due to the disposal of HS Orka and below-average waterflow in British Columbia affecting certain facilities.

Why use Growth of the Adjusted EBITDA Proportionate?

To align the efforts of Management to generate profitable growth and to reflect the Corporation's operating performance.

Starting in 2020, the target will be based on the average Adjusted EBITDA[2] Proportionate of the two previous years plus 10%. Years 2017, 2018 (and 2019) have been transition years to lead to the new formula. In application of this formula, adjustments may be made, at Board's discretion, to take into consideration special events such as important acquisitions or the timing of any such acquisition. For purposes on this calculation, financial impacts related to the Blue Lagoon assets were excluded from the calculation.

In 2019, the Board set the target on an increase of 10% on the 2018 Adjusted EBITDA proportionate, excluding the Corporation's share of adjusted EBITDA from Blue Lagoon.

	Threshold	Target	Maximum	Results
Achievement	$465.0M	$487.0M	$509.0M	**$490.0M**
Payout (as a % of target)	33%	100%	200%	**113%**

The 2019 result is mainly due to higher production and revenues from the facilities commissioned or acquired in 2018 and 2019, partly offset by higher general and administrative expenses, the higher number of facilities in operations and by lower production in British Columbia hydro facilities.

[1] "Free Cash flows" are cash flow from operating activities before changes in non-cash operating working capital items, less maintenance capital expenditures net of proceeds from disposals, scheduled debt principal payments, preferred share dividends declared and the portion of Free Cash Flow attributed to non-controlling interests, plus or minus other elements that are not representative of the Corporation's long-term cash generating capacity, such as transaction costs related to realized acquisitions (which are financed at the time of the acquisition), realized losses or gains on derivative financial instruments used to hedge the interest rate on project-level debt or the exchange rate on equipment purchases. "Adjusted Free Cash Flow" is Free Cash Flow excluding prospective project expenses and non recurring items.

[2] "Adjusted EBITDA" are net earnings (loss) from continuing operation, to which are added (deducted) provision (recovery) for income tax expenses, finance cost, depreciation and amortization, other net (revenues) expenses, share of (earnings) loss of joint ventures and associates and unrealized net (gain) loss on financial instruments. References to "Adjusted EBITDA Proportionate" are to Adjusted EBITDA plus the Corporation's share of Adjusted EBITDA of the joint ventures and associates, other revenues related to PTCs, and Innergex's share of the operating joint venture and associates' other revenues related to PTCs. The Corporation believes that the presentation of this measure enhances the understanding of the Corporation's operating performance. Readers are cautioned that Adjusted EBITDA Proportionate and Adjusted EBITDA should not be construed as an alternative to net earnings, as determined in accordance with IFRS. Please refer to the "Operating Results" section in the MD&A for the year ended December 31, 2019 which was filed on SEDAR at www.sedar.com, on February 27, 2020 and is also available on the Corporation's website at www.innergex.com.

Why use Development Objectives?

To align daily business affairs with Innergex' long-term strategy to build a better world with renewable energy..

Development objectives are short-term important milestone identified for long-term value creation and growth. The level of success is determined by assessment from the Board.

Strategic and Organizational Objectives	M&A Activities and Important Milestones in Development and Construction Projects	Environment, Social and Governance Objectives
Achieved	Achieved	Achieved
✓ Completion of 2020-2025 strategic planning exercise ✓ Execute the strategic plan related to the divestiture of assets to alleviate the pressures from loan activities ✓ Complete the integration of team members and operations of Cartier ✓ Implement and promote a culture of innovation within the Corporation	✓ Promote the development of strategic alliances to bolster future growth and financing opportunities ✓ Explore the possibilities of direct sales to commercial and industrial clients ✓ Continue M&A activities in various markets important for the Corporation, notably Canada, the USA, Europe and Latin America ✓ Pursue ongoing construction projects in the USA and Latin America	✓ Develop a sustainable development platform on the Corporation's website ✓ Further the pilot on remote teleworking and measure its efficiency (satisfaction, performance and effects on teams) ✓ Cybersecurity :Implementation of a correctional plan and employee awareness program ✓ Health and Safety : Maintain incident frequency rates below certain thresholds, implement quick corrective actions and dispense H&S training
TOTAL PAYOUT FOR DEVELOPMENT OBJECTIVES (as a percentage of target) : 185%		

Why use Personal Objectives?

In order to establish qualitative and quantitative elements to achieve the short and long-term objectives of the Corporation.

At the beginning of each year, each Named Executive Officer meets with the President and CEO to set his individual objectives for the year, specific for his sector, while the President and CEO meets with the Chair of the Board and the Human Resources Committee for his own objectives, which are approved by the Board.

The Corporation does not believe that it is possible to specifically quantify every important aspect of executive performance in a pre-determined objective. For example, the extent of the actions to realize value of the prospective projects portfolio may become a more important objective of the executive team if a request for proposals is launched by a governmental authority during the year or the priority may differ if an interesting acquisition opportunity is pursued by the Corporation. Such events may occur after the Corporation has established the executives' performance goals for the year and may require its executives to focus their attention on different or other strategic objectives.

The Board appraises the performance of the Named Executive Officer's and awards their individual performance by factors ranging between 0 and 2, where 1.0 represents the target and 2.0 represents the maximum score.

At least 55% of the CEO 2019 short-term incentives (bonuses) are aligned with long-term value creation and growth. Innergex' growth of the Adjusted EBITDA Proportionate and the Development Objectives consist in building now for the future.

At least 50% of the short-term incentives is based on financial measures.

Performance Bonus Payouts for 2019

Based on the achievement of performance objectives as previously described, salary earned for 2019 and the weightings given to each measures, the following bonuses were paid to named executive officers:

	Michel Letellier	Jean-François Neault	Jean Trudel	Renaud de Batz	Peter Grover
As a % of salary	92.5%	58.4%	53.6%	47.7%	51.9%
In dollars	$509,233	$189,930	$176,613	$116,317	$148,347

EQUITY-BASED INCENTIVE PLAN

The Equity-Based Incentive Plan of the Corporation is composed of a mix of the Stock Option Plan and a non-dilutive Performance Share Plan. The performance share rights are granted on an annual basis, with a two to three-year vesting period and are conditional, *inter alia*, upon realization of pre-determined financial objectives based on TSR.

The implementation of this dual Equity-Based Incentive Plan has had an impact on the number of options granted since the Fiscal 2012. Grants under both plans are considered together as the Equity-Based Incentive Plan of the Corporation and are recommended on a yearly basis by the HR Committee to the Board, which ultimately has the responsibility of awarding grants under both plans.

Since 2014, it was decided that the Equity-Based Incentive Plan grants would be gradually balanced. Therefore, the portion of stock options were gradually decreased from 13% in 2014 to 5% in 2017 of the Base Salary of the President and CEO in favor of proportionally increasing the number of the PSR allocated to each NEO.

In Fiscal 2018, the Board did not grant options as initially planned in the 2018 Compensation Plan and decided to replace such grant with additional performance share rights grant equivalent to the value of the options not granted.

In addition, further to the review of the compensation mix of the Named Executive Officers' 2019 Compensation Plan, the Board has decided to realign the weight of long-term Incentive Plan by increasing the PSR grant. In Fiscal 2019, the stock options grant in proportion to the base salary of the President and CEO was 5%, while the PSR grant was 80%.

Stock Option Plan

The Corporation's granting of options to purchase Common Shares to its executive officers is a method of compensation which is used to attract and retain executives, to provide an incentive to participate in the long-term development of the Corporation and to increase shareholder value.

A description of the Stock Option Plan as of December 31, 2019 is as follows:

Adopted	December 3, 2007 in connection with the Corporation's initial public offering.
Administration	The Stock Option Plan is administered by the Board.
Eligibility	Employees, officers, directors and certain consultants of the Corporation and its subsidiaries.
Award	Options to buy Common Shares.
Exercise Price	Options granted under the Stock Option Plan have an exercise price (the "**Exercise Price**") of not less than the market price of the Common Shares at the date of grant of the option, calculated as the volume weighted average trading price of the Common Shares on the TSX for the five trading days immediately preceding the date of grant (the "**Market Price**"). Except for the December 6, 2007 grant, which was equal to the offering price of the Corporation's initial public offering, the Exercise Price of all options granted under the Stock Option Plan equals the Market Price at the time of the grant.
Common Shares Issuable	A maximum aggregate of 4,064,123 Common shares representing approximately 2.92% of the issued and outstanding Common Shares of the Corporation may be subject to options granted under the Stock Option Plan.

Historical total number of	GRANT DATES	TOTAL STOCK OPTIONS GRANTED	EXERCISE PRICE

stock options granted to executive officers as well as the grant dates and the exercise price of each grant	December 6, 2007[(1)]	1,410,000	$11.00
	June 23, 2010	808,024	$8.75
	November 18, 2011[(1)]	835,420	$9.88
	November 16, 2012[(1)]	417,000	$10.70
	November 5, 2013	397,000	$9.13
	November 21, 2014	397,000	$10.96
	August 12, 2016	125,748	$14.65
	August 9, 2017	77,167	$14.52
	March 27, 2019	78,142	$14.41

(1) All of the 2007, 2011 and 2012 options have either been exercised or expired.

Options history and status

- Aggregate total stock options granted since inception of the Plan: 4,554,998
- Aggregated exercised options since inception of the Plan: 3,071,668
- Aggregated number of options cancelled since inception of the Plan: 735,856
- Options under grant: 737,977 representing approximately 0.53% of the issued and outstanding Common Shares
- Remaining options available for grants: 254,478 representing approximately 0.17% of the issued and outstanding Common Shares

Burn Rate[(1)]	Calculation	2019(%)	2018(%)	2017(%)	2016(%)
	Number of options granted in the applicable fiscal year, divided by the weighted average number of shares outstanding for the applicable fiscal year	0.1%	0.0%	0.1%	0.1%

(1) The Stock Option Plan is the only Equity-Based Incentive Plan which includes the issuance from treasury of securities of the Corporation.

Limits

The number of Common Shares issuable to non-executive directors of the Corporation under the Stock Option Plan or any other securities-based compensation arrangement of the Corporation cannot at any time exceed 1% of the issued and outstanding Common Shares.

The number of Common Shares issuable to insiders of the Corporation, at any time, under the Stock Option Plan and any other securities-based compensation arrangement cannot exceed 10% of the issued and outstanding Common Shares.

Vesting

The options granted under the Stock Option Plan vest in four equal amounts on a yearly basis over the four years following the grant date. The options granted on June 23, 2010 vested in five equal amounts on a yearly basis over the five years following the grant date.

Term, Expiry

Options must be exercised during a period established by the Board, which may not be greater than ten years after the date of grant.

Any Common Shares subject to an option that expires or terminates without having been fully exercised may be made the subject of a further option.

If the date on which an option expires occurs during or within 10 days after the last day of a black out period under a black out policy of the Corporation, the expiry date of the option will be the last day of such 10-day period.

Financial Assistance and in lieu exercise

No financial assistance is provided under the Stock Option Plan to help option holders' exercise their options.

In 2017, the Board approved, in accordance with the Stock Option Plan, that in lieu of paying the Exercise Price for the Common Shares to be issued pursuant to an exercise, the option holder may elect to acquire the number of Common Shares determined by subtracting the Exercise Price from the Market Price of the Common Shares on the date of exercise, multiplying the difference by the number of Common Shares in respect of which the option was otherwise being exercised and then dividing that product by such Market Price of the Common Shares.

Termination

If the employment of an option holder is terminated for cause, options not then exercised terminate immediately.

If an option holder dies or becomes, in the determination of the Board, permanently disabled, vested options at the time of death or permanent disability may be exercised, as the case may be, for a period of six months or one year after the date of death or permanent disability.

If an option holder's employment or directorship ends for reasons other than by reason of death, permanent disability or termination for cause, vested options at the time of such termination may be exercised for a period of 90 days after such termination.

The Stock Option Plan contains mechanisms to satisfy the Corporation's payment of payroll deductions obligations upon the exercise of an option even if the option holder is no longer at the employment of the Corporation at the time of exercise of the option.

The limitations set forth above are subject to waiver by the Board, at its discretion, provided that the Board will not, in any case, authorize the exercise of an option after its applicable expiry date.

Amendment, suspension or

The Board may amend, suspend or terminate the Stock Option Plan or the term of any outstanding option at any time, provided that no such amendment, suspension or termination may be made without obtaining any required approval

termination of the Stock Option Plan	of any regulatory authority or stock exchange or, if the amendment, suspension or termination materially prejudices the rights of any option holder, the consent of that option holder. Furthermore, the Board may not, without the consent of the shareholders, make amendments to the Stock Option Plan for any of the following purposes: (i) to increase the maximum number of Common Shares that may be issued pursuant to options granted under the Stock Option Plan; (ii) to reduce the Exercise Price of the options to less than the Market Price; (iii) to reduce the Exercise Price of the options for the benefit of an insider, as that term is defined under the Stock Option Plan; (iv) to extend the expiry date of options for the benefit of an insider, as that term is defined under the Stock Option Plan; (v) to increase the maximum number of Common Shares issuable to non-executive directors or insiders; and (vi) to amend the provisions of the Plan relating to what the Board cannot amend without shareholder approval.
Change of Control	In the event of a proposed change of control (as that term is defined under the Stock Option Plan), the Board may accelerate the vesting period of outstanding options. Options granted pursuant to the Stock Option Plan may not be assigned or transferred, with the exception of an assignment made to certain permitted assigns, including a trustee, custodian or administrator acting on behalf of the participant, a holding entity of the participant and the spouse of the participant.
Changes in Capital Structure	The Stock Option Plan and individual option terms and conditions are subject to adjustment in the event of a subdivision, consolidation or certain distributions of Common Shares and upon a capital reorganization, reclassification or change of the Common Shares, a corporate reorganization or combination of the Corporation with another corporation or a sale, lease or exchange of all or substantially all of the assets of the Corporation.

Performance Share Plan

The goal of the Performance Share Plan is to motivate the executive officers to create long-term economic value for the Corporation and its shareholders. This portion of the Equity-Based Incentive Plan focuses executive officers on delivering business performance over the next three years against the total shareholder value. The award is paid out at the end of the three years, depending on how well the Corporation performed against targets set at the beginning of the three-year period.

A description of the Performance Share Plan as of December 31, 2019 is as follows:

Implemented	Effective as of January 1, 2012.
Administration	The Performance Share Plan is administered by the Board.
Eligibility	Employees and officers of the Corporation.
Award	The HR Committee recommends to the Board the number of performance share rights to be granted and changes to the plan and establishes the performance objectives to be achieved, which are approved by the Board of the Corporation.
Vesting	The vesting date of the performance share rights is determined on the grant date which shall not exceed three (3) years thereafter. The payouts are made in shares, so the value goes up or down based on stock price performance from the beginning of the grant. On the vesting date, each performance share right entitles its holder to one Common Share of the Corporation with all the reinvested dividends accrued thereon from the grant date, such dividend being either paid in cash, in shares or in a combination of both at the sole discretion of the Corporation.
Dilution	The Performance Share Plan is not dilutive with respect to the issued and outstanding shares of the Corporation, in that performance share rights are settled in Common Shares of the Corporation purchased on the secondary market.
Assignment and Transfer	Performance share rights are not transferable or assignable.
Termination	Unless the HR Committee decides otherwise, the performance share rights granted expire upon the termination of employment of their holder for any reason whatsoever except for involuntary termination of employment without cause ("**Termination Without Cause**"), death, retirement or permanent disability. If the performance share rights holder retires, deceases, becomes disabled or in the event of Termination Without Cause prior to the vesting date, he or his estate is entitled, on such vesting date, to a number of performance share rights in proportion to the number of days between the grant date

	and his Termination Without Cause, retirement, death or permanent disability date and the total number of days between the grant date and the vesting date of the performance share rights.
Change of Control	In the event of a change of control of the Corporation, the Board may decide, to the extent that the Board considers necessary or equitable, the manner in which all the performance share rights which are not yet vested shall be dealt with, including, without restriction, accelerating their vesting and deeming that the performance objectives have been achieved.
Changes in Capital Structure	The Performance Share Plan and individual grant terms and conditions are subject to adjustment in the event of a split, consolidation or certain distributions of Common Shares and upon a capital reorganization, reclassification or change of the Common Shares, a corporate reorganization or combination of the Corporation with another corporation or a sale, lease or exchange of all or substantially all of the assets of the Corporation. Other than to reflect changes in capital structure, no other adjustments are allowed to the terms and conditions of a grant made under the Performance Share Plan.

The following tables summarize the historical performance share rights grant dates for years 2017, 2018 and 2019, the number of performance share rights (identified below as "**PSRs**") granted to each Named Executive Officers each such year and the performance objectives thereof:

			TARGET # OF PSR GRANTED				
YEARS	GRANT DATES	VESTING DATES	Michel Letellier	Jean-François Neault	Jean Trudel	Peter Grover	Renaud de Batz
2017	August 9, 2017	Dec. 31, 2019	20,895	—	8,080	6,360	6,360
2018	March 27, 2019	Dec. 31, 2020(1)	27,861	9,697	9,697	7,696	7,696
2019	March 27, 2019	Dec. 31, 2021	30,577	10,539	11,964	8,542	8,305

(1) During Fiscal 2018, no share-based awards were made by the Board. However, the 2018 Compensation Plan of the executive officers of the Corporation provided for the award of such share-based incentives. Therefore, the share-based incentive portion of the 2018 Compensation Plan was granted on March 27, 2019 and the vesting period reduced to two years since the PSR granted should have initially been granted with a December 31, 2020 vesting date due to the fact that the year 2018 grant was made in 2019, being a year later than as provided by the 2018 Compensation Plan, and it meant to be vesting on December 31, 2020. Otherwise, this would have negatively affected the stability and balance of the Compensation Plan, affected the yearly vesting under the Plan and directly penalized the executive officers for their high level of important strategic activities performed throughout Fiscal 2018.

PERFORMANCE OBJECTIVES

The Performance Share Plan performance objectives aims to align vesting with both absolute and relative TSR objectives. The performance objectives are composed of a mix of two targets: (i) 50% based on the absolute average three-year TSR of the Corporation for the years 2017 and 2019 grants and of a two-year period for the year 2018 grant and (ii) the other 50% based on the average ranking of the Corporation TSR within the Performance Group for the same three-year or two-year period.

WEIGHTING	TRIGGER	TARGET	MAXIMUM
50% of the grant	If TSR(1) over 5% and lower than 9%:	If TSR(1) equals 9%:	If TSR(1) over 9% up to and including 14%:
	50% to 99%	100%	101% to 150%
50% of the grant	If ranking R-13 to R-9(2):	If ranking R-8(2):	Ranking over R-7 to R-4 or higher(2) :
	30% to 86%	100%	125% to 200%

(1) For the years 2017 and 2019 grants, the TSR equaled the average of the total annual return during the three-year period beginning on January 1 of the grant year and ending on December 31 of the second following year, being: TSR 3 years = [TSR year one + TSR year two + TSR year three] / 3. The TSR for a given year equals: (all reinvested per-share dividends declared on Common Shares during the given year + the variation of the Common Share Price between the end and the beginning of the year) / Common Share Price at the beginning of the year. For the year 2018 grant, the TSR will be calculated over a two-year period instead of a tree-year period.

(2) **"R"** refers to the ranking position of the Corporation TSR from the 1st to the 15th position within the Performance Group, R-1 being the highest position. The composition of the Performance Group is described on page 39 under "Comparison Groups".

Performance Graph

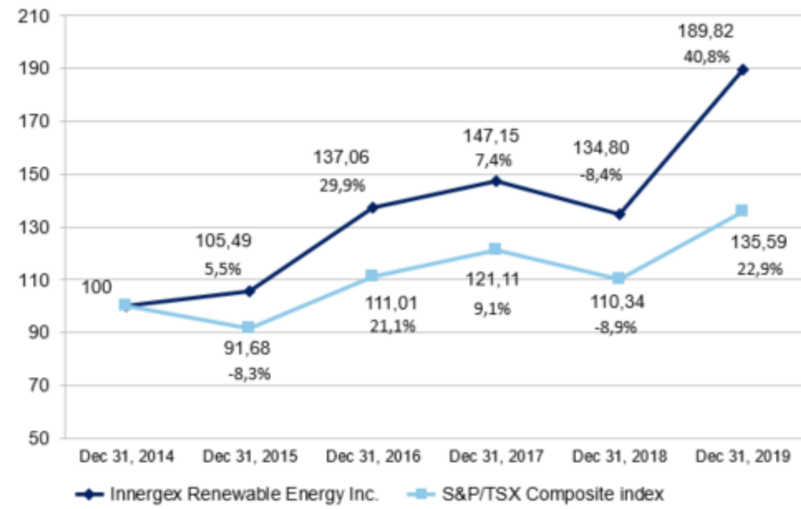
The graph to the right compares, over the last five years ending December 31, 2019, the cumulative TSR of the Corporation (based on a $100 investment at the end of 2014), to the TSR of the S&P/TSX Composite Index (the "**Index**") for such period.

As shown in the graph, over the last five (5) years, the Corporation created significant value for its shareholders, its TSR gained 75.2% compared to TSR of the Index which gained 35.3% over the same period.

As illustrated by the table below, during the 5-year period ending December 31, 2019, the total compensation of the Named Executive Officers increased by approximately 26.6%.

TSR movements do not impact the determination of compensation awarded to the Named Executive Officers as, as explained under Comparison Groups, it is the result of a rigorous benchmarking exercise combined with the expertise and judgement of the HR Committee.

However, the amounts actually realized by the Named Executive Officers are greatly impacted by both the Corporation's stock price (in the case of stock options and performance share rights) and financial and operational execution (in the case of the Performance Bonus and the performance share rights). Furthermore, there is a very strong relation between the Corporation's TSR and the compensation realized by the Named Executive Officers.



* The yearly aggregate compensation above equals to the total compensation as disclosed in the management information circular of each such fiscal year. The Named Executive Officers may change from year to year.

Employment Agreements

Each of Michel Letellier, Jean Trudel, Peter Grover and Renaud de Batz entered into an employment agreement with the Corporation at the time of the Corporation's initial public offering which was completed on December 6, 2007, while Jean-François Neault entered into an employment agreement with the Corporation on October 9, 2018 (the "**Employment Agreements**"). Each Employment Agreement has an indeterminate term.

The Employment Agreements of the President and CEO, the Chief Financial Officer and the Chief Investment and Development Officer contain change of control arrangements. The overall purpose of these change of control arrangements is to (i) ensure the continued dedication of the executive, notwithstanding the possibility, threat or occurrence of a change of control of the Corporation; (ii) diminish any distraction of the executive resulting from the uncertainties and risks created by a pending or threatened change of control of the Corporation; and (iii) provide the executive with compensation and benefit arrangements upon a change of control of the Corporation that are competitive with those of comparable companies.

TERMINATION AND CHANGE OF CONTROL BENEFITS

If the Corporation terminates the employment of a NEO without cause, or if one of the President and CEO, Chief Financial Officer or Chief Investment and Development Officer terminates his employment for Good and Sufficient Reason (as defined hereafter), the Employment Agreements provide that the Corporation must pay the individual the termination and change of control benefits as described in the table below. The severance amount payable to the President and CEO, the Chief Financial Officer or the Chief Investment and Development Officer equals two times his Annual Compensation, as defined in the table below. The severance amount for the other Named Executive Officers equals to one time their respective base salary. The severance amount is payable at the time of the termination of employment and any vested options held by the NEO must be exercised within 90 days of the termination of employment. Good and sufficient reason includes (a) if he is not appointed or reappointed as an executive officer of the Corporation, (b) if the Corporation ceases its activities in the normal course of business, (c) if the Corporation significantly modifies the functions and responsibilities of the executive officer, (d) if the Corporation reduces or fails to pay base salary or other benefits of the executive officer or (e) the employment conditions are modified in a bankruptcy or insolvency context. From the date of such termination, the Corporation is discharged from paying any group insurance premiums, contributions to RRSPs and car allowance for the NEO. In addition, if the Corporation terminates the employment of the President and CEO, Chief Financial Officer or the Chief Investment and Development Officer for any reason, other than for cause, within one year following a change of control of the Corporation or if one of them terminates his employment for any reason within one year following a change of control of the Corporation, the Employment Agreements also provide that they will be entitled to the severance payments and the vesting of all outstanding options as described above.

Moreover, in the event of a change of control of the Corporation, pursuant to the Performance Share Plan, the Board may decide, as it considers necessary or equitable, the manner in which all the performance share rights not yet vested shall be dealt with, including, without restriction, accelerating their vesting and deeming achievement of the performance objectives.

The following table shows estimated incremental payments, payables and benefits that are triggered by a termination of employment of the Named Executive Officers in the circumstances described above, with and without a change of control.

Name	Position	Calculation Formula(1)	Termination Provisions Value	Change of Control Provisions Value(2)
Michel Letellier	President and CEO	Annual Compensation(3) of $1,084,865 x 2	$2,169,730	$2,259,666
Jean-François Neault	Chief Financial Officer	Annual Compensation(3) of $540,180 x 2	$1,080,360	$1,103,559
Jean Trudel	Chief Investment and Development Officer	Annual Compensation(3) of $531,313 x 2	$1,062,627	$1,103,096
Peter Grover(4)	SVP – Operations	Base Salary of $285,576 x 1	$285,576	-(4)
Renaud de Batz(4)	SVP – Latin America	Base Salary of $244,106 x 1	$244,106	-(4)

(1) The termination values assume that the triggering event (termination without cause by the Corporation or termination by the NEO for good and sufficient reason) occurred on December 31, 2019. The change of control values assume that the triggering event (termination by the Corporation for any reason, other than for cause or termination by the Named Executive Officer for any reason) occurred on December 31, 2019, being within one year of the change of control.

(2) The amount in this column represents the sums of the severance and the value of unvested in-the-money options that become accelerated. No change of control provision value is accounted for in the performance share rights as they are subject to the discretion of the Board.

(3) Annual Compensation includes the Base salary at the time of termination, the performance bonus of the preceding year, car allowance (which was $12,000 in 2018) and the RRSP contribution.

(4) Peter Grover and Renaud de Batz do not have Change of Control Provisions in their employment agreement; therefore, the Calculation Formula only applies to the Termination Provisions Value. In case of termination of their employment, they would receive an indemnity equal to the greater of (i) 12 months of base salary (as stated above), or (ii) a reasonable indemnity according to the circumstances.

Pursuant to the Employment Agreements, the Named Executive Officers are also subject to non-competition covenants. For the President and CEO, the Chief Financial Officer and the Chief Investment and Development Officer, the non-competition covenant is for a period of 24 months following the termination of their employment, or twelve (12) months if they terminate their employment for Good and Sufficient Reason. For the other Named Executive Officers, it is for a period of twelve (12) months following the termination, for any reason. The Employment Agreements also include non-solicitation covenants of the Named Executive Officers which apply throughout the Named Executive Officers' employment with the Corporation and for a period of two years following the termination, for any reason, of such employment.

EQUITY-BASED INCENTIVE PLAN AWARDS

The following table sets forth details of options to purchase Common Shares and performance share rights granted to each Named Executive Officers and which are outstanding as of December 31, 2019.

Option-based Awards					Share-based Awards		
Grant year	Number of securities underlying unexercised options	Option exercise price ($)	Option expiration date	Value of all vested and unvested unexercised in-the-money options(1) ($)	Number of shares or units that have not vested(2)	Market or payout value of the share-based award that have not vested(3) ($)	Market or payout value of vested share-based awards not paid out or distributed(4) ($)
Michel Letellier – President and CEO							
2010	157,920	8.75	June 22, 2020	1,280,731	–	–	–
2013	108,500	9.13	Nov. 4, 2020	838,705	–	–	–
2014	108,500	10.96	Nov. 20, 2021	640,150	–	–	–
2016	30,970	14.65	Aug. 11, 2023	68,444	–	–	–
2017	19,315	14.52	Aug. 8, 2024	45,197	–	–	443,502
2018	–	–	–	–	–(5)	–(5)	–
2019	20,526	14.41	March 27, 2026	50,227	27,861(6)	486,425(6)	–
2019	–	–	–	–	30,577(7)	533,844(7)	–
Jean-François Neault – Chief Financial Officer							
2018	–	–	–	–	–	–	–
2019	9,497	14.41	March 27, 2026	23,239	9,697(6)	169,300(6)	–
2019	–	–	–	–	10,539(7)	184,000(7)	–
Jean Trudel – Chief Investment and Development Officer							
2016	12,873	14.65	Aug. 11, 2023	28,449	–	–	–
2017	8,648	14.52	Aug. 8, 2024	20,236	–	–	171,500
2018	–	–	–	–	–(5)	–(5)	–
2019	9,497	14.41	March 27, 2026	23,239	9,697(6)	169,300(6)	–
2019	–	–	–	–	11,964(7)	208,880(7)	–
Peter Grover – Senior Vice President – Operations							
2016	9,328	14.65	Aug. 11, 2023	20,615	–	–	–
2017	5,887	14.52	Aug. 8, 2024	13,776	–	–	134,992
2018	–	–	–	–	–(5)	–(5)	–
2019	6,518	14.41	March 27, 2026	15,950	7,696(6)	134,365(6)	–
2019	–	–	–	–	8,542(7)	149,135(7)	–
Renaud de Batz – Senior Vice President – Latin America							
2016	9,328	14.65	Aug. 11, 2023	20,615	–	–	–
2017	5,887	14.52	Aug. 8, 2024	13,776	–	–	134,992
2018	–	–	–	–	–(5)	–(5)	–
2019	6,518	14.41	March 27, 2026	15,950	7,696(6)	134,365(6)	–
2019	–	–	–	–	8,305(7)	144,997(7)	–

(1) Value is based on the Common Share price which was at $16.86 at close of market on December 31, 2019.

(2) The number of shares stated in this table represents the number of shares that would be vested to the Named Executive Officers if the stated target financial performance being based on the average TSR over a three-year period is achieved at the end of the three-year vesting period which number of shares may vary from 0% to 150% for the grant of year 2019. See "Equity-Based Incentive Plan" on page 48.

(3) The value of the performance share rights includes the Common Share price which was at $16.86 at close of market on December 31, 2019 plus the reinvested dividend accrued on each share from January 1 of their respective grant year. The payouts are made in shares, so the value goes up and down based on stock price performance from the beginning of the grant. On the vesting date, each vested performance share right entitles its holder to one share of the Corporation with all the reinvested dividends accrued thereon from the grant date, such dividends being paid in cash, in shares or in a combination of both at the sole discretion of the Corporation.

(4) Value is based on the Common Share price which was at $16.86 at close of market on December 31, 2019. The average total shareholder return during the three year period beginning January 1st, 2017 and ending on December 31, 2019 equals 13.3122% while the ranking of the TSR of the Corporation for the same period reach rank 10 on 16 therefore the payout globally reached 107.56% of the target. Payments were made in Common Shares in the first quarter of Fiscal 2020.

(5) The Fiscal 2018, share-based awards was made on March 27, 2019 for the Compensation Plan of Fiscal 2018. Therefore, no value was outstanding as of December 31, 2018.

(6) In Fiscal 2019, the share-based awards for the Compensation Plan of Fiscal 2018 that were made on March 27, 2019, show a value as of December 31, 2019. For more details on the 2018 grant of share-based awards, see "Summary Table" on page 44 and the description of the "Performance Share Plan" on page 50.

(7) The share-based awards for the Compensation Plan of Fiscal 2019 was also granted on March 27, 2019.

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR

The following table summarizes, for each of the Named Executive Officers, the value of options and performance share rights vested during Fiscal 2019 and the value of executive performance bonus earned during Fiscal 2019.

NAME	OPTION-BASED AWARDS – VALUE VESTED DURING THE YEAR(1) ($)	PERFORMANCE SHARE RIGHTS – VALUE VESTED DURING THE YEAR(2) ($)	NON-EQUITY INCENTIVE PLAN – VALUE EARNED DURING THE YEAR(3) ($)
MICHEL LETELLIER	28,410	443,502	509,233
JEAN-FRANÇOIS NEAULT	–	–	189,930
JEAN TRUDEL	12,171	171,500	176,613
PETER GROVER	8,598	134,992	148,347
RENAUD DE BATZ	5,598	134,992	116,317

(1) Value is based on the Common Share price which was at $16.86 at close of market on December 31, 2019.

(2) Value is based on the Common Share price which was at $16.86 at close of market on December 31, 2019. The average total shareholder return during the three year period beginning January 1st, 2017 and ending on December 31, 2019 equals 13.3122% while the ranking of the TSR of the Corporation for the same period reach rank 10 on 16, therefore the payout globally reached 107.56% of the target. Payments were made in Common Shares in the first quarter of Fiscal 2020.

(3) For more details, see "Performance Bonus" on page 42.

The actual gain realized by the Named Executive Officers who have exercised options is equal to the difference between the exercised price of the stock option and closing price of the Common Shares on the TSX on the exercised date. During Fiscal 2019, stock options were exercised by the NEO; see the gains that were realized as shown in the table below.

GAIN REALIZED FROM EXERCISING STOCK OPTIONS IN FISCAL 2019			
NEO	OPTIONS EXERCISED	OPTION PRICE	VALUE REALIZED
Michel Letellier	157,920	9,88	715,378
	108,500	10,70	402,535
Jean-François Neault	–	–	–
Jean Trudel	95,000	9,88	430,350
	42,500	10,70	157,675
	94,752	8,75	536,296
	42,500	9,13	224,400
	42,500	10,96	146,625
Peter Grover	80,000	9,88	362,400
	32,000	10,70	118,720
	78,960	8,75	446,914
	32,000	9,13	168,960
	32,000	10,96	110,400
Renaud de Batz	85,000	9,88	385,050
	32,000	10,70	118,720
	33,960	8,75	192,214
	32,000	9,13	168,960
	32,000	10,96	110,400

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth, as of December 31, 2019, certain information with respect to the Stock Option Plan, being the only compensation plan of the Corporation pursuant to which equity securities of the Corporation are authorized for issuance from the treasury.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders[1]	737,977	$11.52	254,478
Equity compensation plans not approved by securityholders	–	–	–
Total	737,977	$11.52	254,478

(1) For more information regarding the Stock Option Plan, please refer to "Equity-Based Incentive Plan - Stock Option Plan" on page 48.

OTHER KEY COMPENSATION POLICIES OF THE CORPORATION

Recoupment Policy: The Board adopted an Executive Incentive Compensation Recoupment Policy providing for the Corporation's recoupment of certain incentive compensation paid to senior executive officers under certain circumstances concerning incentives made after March 15, 2012. In cases of a material restatement of financial results where a senior executive officer's fraud or misconduct (wilful violation of applicable laws, rules and regulations or the Corporation's policy) has caused the restatement (the "**Recoup Officer**"), the Board (i) may determine to recoup the Recoup Officer's incentive compensation (including short-term and long-term incentives) which was paid or vested, net of income tax retained, based upon the achievement of certain financial results, to the extent that the amount of such compensation would have been lower if the financial results had been properly reported and (ii) may seek to cancel equity awards where the financial results of the Corporation were considered in granting such awards. Recoupment applies only to those senior executive officers who engaged in, participated in or voluntarily ignored fraudulent activity or misconduct that led to a material restatement of the Corporation's financial statement being required. During Fiscal 2019, no recoupment procedure was executed.

No Hedging: The Named Executive Officers and the directors of the Corporation are not permitted to purchase financial instruments that are designed to hedge or offset a decrease in the market value of equity securities of the Corporation granted as compensation or held, directly or indirectly.

Minimum Shareholding by Executive Officers of the Corporation: The Board adopted through the Minimum Shareholding Policy a minimum shareholding requirement for the executive officers of the Corporation. It provides that:

- the President and CEO shall have acquire and maintain, until twelve month after he retires, a number of Common Shares or DSUs having an investment value equal to at least three (3) times his annual base salary;
- the other executive positions shall have five years from the later of the date of his/her appointment to this position and November 9, 2017 (being the date this new requirement was approved by the Board), to hold a number of Common Shares or DSUs of the Corporation having a value equal to:
    - for Chief positions - at least two times his/her annual base salary
    - for Senior Vice President positions - at least one and a half time his/her annual base salary
    - for Vice President positions - at least one time his/her annual base salary.

The investment in Common Shares or DSUs is valued under the Minimum Shareholding Policy at the closing price of the Common Shares at the end of the preceding fiscal year. Compliance by executive officers of the Corporation with the minimum shareholding requirement is reviewed by the Corporate Secretary and reported to the Board on a regular basis. As of the date of this Circular, all executive officers were in compliance with the Minimum Shareholding Policy.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the Corporation's directors or executive officers is indebted to the Corporation (other than "routine indebtedness" under Canadian securities laws).

AUDIT COMMITTEE INFORMATION

Reference is made to *Audit Committee Disclosure* of the Annual Information Form of the Corporation for the financial year ended December 31, 2019 for disclosure of information relating to the Audit Committee required under *Regulation 52-110 Respecting Audit Committees* as well as under "Statement of Corporate Governance Practices". A copy of the Annual Information Form of the Corporation can be found on SEDAR at www.sedar.com, on the Corporation's website at www.innergex.com or may be obtained upon request, free of charge to a securityholder of the Corporation, by contacting the Corporate Secretary of the Corporation, at 1225 Saint-Charles Street West, 10th floor, Longueuil, Québec, J4K 0B9 or at legal@innergex.com.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation provides insurance for the benefit of its directors and officers against liability that may be incurred by them in these capacities.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set out below, no director, executive officer or shareholder who beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of any category of shares of the Corporation or any director or officer of any such person, has or had since January 1, 2019, any material interest, direct or indirect, in any transaction or in any proposed transaction, that has materially affected or will materially affect the Corporation.

Following the HQI Investment completed on February 6, 2020, Hydro-Québec indirectly holds 19.9% of the issued and outstanding Common Shares on a non-diluted basis. Hydro-Québec is one of the major customers of the Corporation under various power purchase agreements, and sales to Hydro-Québec amounted to $249.0 million in Fiscal 2019, as detailed under section "Industry Overview and Principal Markets – Economic Dependence" of the Annual Information Form for the Fiscal 2019 available on the Corporation's website at www.innergex.com and on SEDAR at www.sedar.com.

Prior to the HQI Investment, the Corporation had obtained engineering, procurement and construction contracts with Hydro-Québec through competitive request for proposals. In the past three years, the Corporation had renegotiated the power purchase agreements with respect to the St-Paulin Facility, the Windsor Facility and the Chaudière Facility and is currently negotiating the power purchase agreements PPAs with respect to the Ste-Marguerite Facility and the Montmagny Facility.

Hydro-Québec is governed by the *Hydro-Québec Act* which establishes a framework for Hydro-Québec's activities and defines its mission and rules of governance, as well as by internal bylaws, policies and code of conduct, which regulate the internal operations of various components of Hydro-Québec and prevent conflict of interest in future relationships with the Corporation and any other entity.

SHAREHOLDER PROPOSALS FOR 2021 ANNUAL MEETING

The final date for submitting shareholder proposals for the 2021 Annual Meeting of the Corporation is December 5, 2020, being the date which is 90 days before the anniversary date of the Corporation's notice to shareholders in connection with the Meeting.

NORMAL COURSE ISSUER BID

On May 21, 2019, the Corporation announced that it received approval from the TSX to proceed with a normal course issuer bid on its Common Shares (the "**Bid**"). Under the Bid, the Corporation was authorized to purchase for cancellation up to 2,000,000 of its Common Shares representing approximately 1.5% of its issued and outstanding Common Shares. The Bid commenced on May 24, 2019 and will terminate on May 23, 2020. As of the date of this Circular, under the Bid, the Corporation has not purchased for any Common Shares for cancellation.

Any securityholder may obtain, without charge, a copy of the notice filed with the TSX upon forwarding a written request to the Corporate Secretary of the Corporation at 1225 Saint-Charles Street West, 10th floor, Longueuil, Québec J4K 0B9 or by email at legal@innergex.com.

ADDITIONAL INFORMATION

Financial information related to the Corporation is provided in the Corporation's comparative financial statements and MD&A thereon for Fiscal 2019. Copies of the Corporation's Annual Information Form for Fiscal 2019, the audited consolidated financial statements of the Corporation for Fiscal 2019, together with a report of the auditor thereon, the MD&A of the Corporation's financial condition and results of operations for Fiscal 2019 and this Circular will be available upon request to the Corporate Secretary of the Corporation either by writing at 1225 Saint-Charles Street West, 10th floor, Longueuil, Québec J4K 0B9 or by email at legal@innergex.com or on the website of the Corporation at www.innergex.com. These documents are also available on SEDAR at www.sedar.com.

NON-IFRS MEASURES

Some measures referred to in this Circular are not recognized measures under IFRS and therefore may not be comparable to those presented by other issuers. Innergex believes that these indicators are important, as they provide Management and the reader with additional information about the Corporation's production and cash generation capabilities, its ability to sustain current dividends and dividend increases and its ability to fund its growth. These indicators also facilitate the comparison of results over different periods. Adjusted EBITDA, Adjusted EBITDA Proportionate, Free Cash Flow, Adjusted Free Cash Flow and Adjusted Payout Ratio are not measures recognized by IFRS and have no standardized meaning prescribed by IFRS.

References in this Circular to Adjusted EBITDA are to net earnings (loss) from continuing operations, to which are added (deducted) provision (recovery) for income tax expenses, finance cost, depreciation and amortization, other net (revenues) expenses, share of (earnings) loss of joint ventures and associates and unrealized net (gain) loss on financial instruments. Other net revenues related to PTCs are included in Adjusted EBITDA. Innergex believes that the presentation of this measure enhances the understanding of the Corporation's operating performance. Readers are cautioned that Adjusted EBITDA should not be construed as an alternative to net earnings, as determined in accordance with IFRS. Please refer to the "Non-IFRS Measures" section of the MD&A for the year ended December 31, 2019 for the reconciliation of Adjusted EBITDA which is available on SEDAR at www.sedar.com and on the Corporation's website at www.innergex.com.

References in this document to "Adjusted EBITDA Proportionate" are to Adjusted EBITDA plus the Corporation's share of Adjusted EBITDA of the operating joint ventures and associates, other revenues related to PTCs and the Corporation's share of the operating joint ventures and associates' other revenues related to PTCs. The Corporation believes that the presentation of this measure enhances the understanding of the Corporation's operating performance. Readers are cautioned that Adjusted EBITDA Proportionate should not be construed as an alternative to net earnings, as determined in accordance with IFRS. Please refer to the "Operating Results" section of the MD&A for the year ended December 31, 2019 for the reconciliation of Adjusted EBITDA Proportionate which is available on SEDAR at www.sedar.com and on the Corporation's website at www.innergex.com.

During the year ended December 31, 2019, upon commissioning the Foard City wind project, the Adjusted EBITDA Proportionate measure was changed to reflect PTC generation from the Corporation' wind facilities and from its joint ventures and associates' wind facilities. PTCs represent an important factor to a U.S. wind project's financial performance and have been a major driver to determining their economic feasibility. PTCs are currently used, in most part, as an element of the principal repayment of the Corporation's tax equity financing.

References to “Free Cash Flow” are to cash flows from operating activities before changes in non-cash operating working capital items, less maintenance capital expenditures net of proceeds from disposals, scheduled debt principal payments, preferred share dividends declared and the portion of Free Cash Flow attributed to non-controlling interests, plus or minus other elements that are not representative of the Corporation's long-term cash generating capacity, such as transaction costs related to realized acquisitions (which are financed at the time of the acquisition), realized losses or gains on derivative financial instruments used to hedge the interest rate on project-level debt or the exchange rate on equipment purchases. The Corporation believes that presentation of this measure enhances the understanding of the Corporation’s cash generation capabilities, its ability to sustain current dividends and dividend increases and its ability to fund its growth. Readers are cautioned that Free Cash Flow should not be construed as an alternative to cash flows from operating activities, as determined in accordance with IFRS. Please refer to the “Free Cash Flow and Payout Ratio” section of the MD&A for the year ended December 31, 2019 for the reconciliation of Free Cash Flow which is available on SEDAR at www.sedar.com and on the Corporation’s website at www.innergex.com.

References to “Adjusted Free Cash Flow” are to Free Cash Flow excluding prospective project expenses and non-recurring items. References to “Payout Ratio” are to dividends declared on Common Shares divided by Free Cash Flow. Innergex believes that this is a measure of its ability to sustain current dividends and dividend increase as well as its ability to fund its growth. References to “Adjusted Payout Ratio” are to dividends declared on Common Shares divided by Adjusted Free Cash Flow after the impact of the DRIP.

FORWARD-LOOKING INFORMATION

To inform readers of the Corporation's future prospects, this Circular contains forward-looking information within the meaning of applicable securities laws (“Forward-Looking Information”), including the but not limited to statements relating to financial benefits and accretion expected to result from the acquisitions, prospective projects, successful development, business strategy, future development and growth prospects, business integration, governance, business outlook, objectives, plans and strategic priorities, and other statements that are not historical facts. Forward-Looking Information can generally be identified by the use of words such as “approximately”, “may”, “will”, "could", “believes", “expects", “intends”, "should", “plans”, “potential”, "project", “anticipates”, “estimates”, “scheduled” or “forecasts”, or other comparable terminology that state that certain events will or will not occur. It represents the projections and expectations of the Corporation relating to future events or results as of the date of this Circular.

Future-oriented financial information: Forward-Looking Information includes future-oriented financial information or financial outlook within the meaning of securities laws, including information regarding the Corporation's projected Adjusted EBITDA Proportionate and other statements that are not historical facts. Such information is intended to inform readers of the potential financial impact of expected results, and of the potential financial impact of completed and future acquisitions. Such information may not be appropriate for other purposes.

Assumptions: Forward-Looking Information is based on certain key assumptions made by the Corporation, including, without restrictions, those concerning hydrology, wind regimes, and solar irradiation, performance of operating facilities, project performance, economic, financial and financial market conditions, the Corporation’s success in developing new facilities, expectations and assumptions concerning availability of capital resources and timely performance by third parties of contractual obligations and receipt of regulatory approvals.

Risks and Uncertainties: Forward-Looking Information involves risks and uncertainties that may cause actual results or performance to be materially different from those expressed, implied or presented by the Forward-Looking Information. These are referred to in the “Risk Management” and “Risk Factors” sections of the Annual Information Form of the Corporation for the financial year ended December 31, 2019 filed on SEDAR at www.sedar.com, also available on the Corporation’s website at www.innergex.com, and include, without limitation: the ability of the Corporation to execute its strategy for building shareholder value; its ability to raise additional capital and the state of the capital markets; liquidity risks related to derivative financial instruments; variability in hydrology, wind regimes and solar irradiation; delays and cost overruns in the design and construction of projects; the ability to secure new power purchase agreements or renew any power purchase agreement; fluctuations affecting prospective power prices; health, safety and environmental risks; uncertainties surrounding the development of new facilities; obtainment of permits; equipment failure or unexpected operations and maintenance activity; interest rate fluctuations and refinancing risk; financial leverage and restrictive covenants governing current and future indebtedness; the possibility that the Corporation may not declare or pay a dividend; failure to realize the anticipated benefits of acquisitions; integration of the completed and future acquisitions; changes in governmental support to increase electricity to be generated from renewable sources by independent power producers; variability of installation performance and related penalties; the ability to attract new talent or to retain officers or key employees; litigation; performance of major counterparties; social acceptance of renewable energy projects; relationships with stakeholders; equipment supply; exposure to many different forms of taxation in various jurisdictions; changes in general economic conditions; regulatory and political risks; ability to secure appropriate land; reliance on power purchase agreements; availability and reliability of transmission systems (including due to reliance on third parties); foreign market growth and development risks; foreign exchange fluctuations; increases in water rental cost or changes to regulations applicable to water use; assessment of water, wind and solar resources and associated electricity production; global climate change; natural disasters and force majeure; cybersecurity; sufficiency of insurance coverage; a credit rating that may not reflect actual performance of the Corporation or a lowering (downgrade) of the credit rating; reliance on shared transmission and interconnection infrastructure; the fact that revenues from certain facilities will vary based on the market (or spot) price of electricity; risks related to U.S. production and investment tax credits; changes in U.S. corporate tax rates and availability of tax equity financing; host country economic, social and political conditions; risk inherent to rockslides, avalanches, tornadoes, hurricanes or other occurrences outside the Corporation's control; adverse claims to property title; unknown liabilities; reliance on intellectual property and confidential agreements to protect our rights and confidential information; and reputational risks arising from misconduct of representatives of the Corporation.

Although the Corporation believes that the expectations and assumptions on which Forward-Looking Information is based are reasonable under the current circumstances, readers are cautioned not to rely unduly on this Forward-Looking Information as no assurance can be given that it will prove to be correct. Forward-Looking Information contained herein is provided as of the date of this Circular and the Corporation does not undertake any obligation to update or revise any Forward-Looking Information, whether as a result of events or circumstances occurring after the date hereof, unless so required by law.

APPROVAL

The content of this Circular and the sending of this Circular to the shareholders has been approved by the Board of the Corporation.

DATED as of the 9th day of April, 2020.

By order of the Board of **INNERGEX RENEWABLE ENERGY INC.**

(s) Michel Letellier

Michel Letellier
President and Chief Executive Officer

SCHEDULE "A"

CHARTER OF THE BOARD OF DIRECTORS

This Charter prescribes the role of the Board of Directors (the "**Board**") of Innergex Renewable Energy Inc. (the "**Corporation**"). This Charter is subject to the provisions of the Corporation's Articles and By-Laws and to applicable laws.

1. Role

The Board is responsible for the stewardship of the Corporation.

The mandate of the Board is to oversee the management of the business and affairs of the Corporation with a view to take into account, in particular, ethical considerations and stakeholder's interests.

2. Constitution

2.1 Number

The Board shall be comprised of that number of Board members as shall be determined from time to time by the Board upon recommendation of the Corporate Governance Committee. The Corporation's Articles provide that the Board shall be composed of a minimum of 3 and a maximum of 10 directors.

2.2 Independence

A majority of the Board shall be composed of Board members who must be determined to be independent in accordance with applicable law, rules and regulations.

2.3 Criteria for Board membership

Board members must have an appropriate mix of skills, knowledge and experience in business and an understanding of the geographical areas in which the Corporation operates. Board members selected should be able to commit the requisite time for all of the Board's business.

2.4 Fiduciary duty and duty of care

Board members are expected to possess the following characteristics and traits:

- demonstrate high ethical standards and integrity in their personal and professional dealings.
- act honestly and in good faith with a view to the best interests of the Corporation, considering, in particular, the interests of the shareholders, .the employees, the retirees, the pensioners, the lenders, the consumers, the governments, as well as the environment and the long-term interest of the Corporation.devote sufficient time to the affairs of the Corporation and exercise care, diligence and skill in fulfilling their responsibilities both as Board members and committee member.
- provide independent judgment.
- understand the key business plans of the Corporation.
- raise questions and issues to facilitate active and effective participation in the deliberations of the Board and of each committee.
- make all reasonable efforts to attend all Board and committee meetings.
- review the materials provided by management in advance of the Board and committee meetings.

2.5 Selection

The Board approves annually the final choice of nominees for election by the shareholders, upon recommendation by the Corporate Governance Committee.

2.6 Chair

The Board shall appoint a Chair annually at the first meeting of the Board following the annual shareholders meeting at which the directors are elected. If the Board does not so appoint a Chair, the director who is serving as Chair shall continue as Chair until his or her successor is appointed.

2.7 Remuneration

Except as otherwise agreed with the Corporation, members of the Board and the Chair shall receive such remuneration for their services as the Board may determine from time to time, in consultation with the Corporate Governance Committee, and which is customary for comparable corporations, having regard for such matters as time commitment, responsibility and trends in director compensation.

2.8 Retirement time and term limit

Any director who has reached 72 years of age or has served on the Corporation's Board for a period of 15 years (the "Retirement Time") must tender his resignation to the Board on or before February 1 following the occurrence of the Retirement Time. The Board may, at its discretion, decide to accept the resignation or offer such director to continue to sit on the Board beyond the Retirement Time. This paragraph does not apply to a director who is also a member of the Corporation's management.

2.9 Maximum number of Boards

The maximum number of public company boards of directors on which each director may sit is set at four and no member of the Board may serve, together with another member of the Board, on the board of directors of more than two public companies.

3. Responsibilities

The Board establishes the overall policies for the Corporation, monitors and evaluates the Corporation's strategic direction, and retains plenary power for those functions not specifically delegated by it to its committees or to management.

Without limiting the generality of the foregoing, the Board shall, *inter alia*:

3.1 With respect to strategic planning and risk management

- Oversee the strategic planning process and review, monitor and approve, at least annually, the Corporation's long-term strategy, taking into account, among other matters, business opportunities.
- Review and assess the important risks associated with the activities of the Corporation that could adversely affect the Corporation, its activities, its financial situation or its reputation.
- Ensure systems are in place to efficiently detect, manage and monitor the principal risks associated with the activities of the Corporation and mitigate or reduce their potential negative impacts.
- Approve and monitor the implementation of the Corporation's annual business plan.
- Advise management on strategic issues.

3.2 With respect to human resources and performance assessment

- Select the President and Chief Executive Officer and, approve the appointment of other senior management executives.
- Monitor and assess the performance of the President and Chief Executive Officer and the Chief Financial Officer.
- Oversee the evaluation of the other senior management members.

- Approve the compensation of the senior management, taking into consideration Board expectations and fixed goals and objectives.
- Monitor the implementation of incentive compensation plans and equity-based plans.
- Oversee management succession planning process.
- Oversee the overall strategy with respect to corporate culture, human capital management such as recruitment, talent development, workforce planning, employee mobilisation and satisfaction.

3.3 With respect to financial matters and internal control

- Monitor the integrity and quality of the Corporation's financial statements and the appropriateness of their disclosure.
- Review the general content of, and the Audit Committee's report on the financial aspects of, the Corporation's Annual Information Form, Annual Report, Management Proxy Circular, Management's Discussion and Analysis, prospectuses and any other document required to be disclosed or filed by the Corporation before their public disclosure or filing with regulatory authorities.
- Approve operating and capital budgets, the issuance of securities and, subject to the schedule of authority adopted by the Board, any transaction out of the ordinary course of business, including proposals on mergers, acquisitions or other major transactions such as investments or divestitures, as well as related-party transactions.
- Establish dividend policies and procedures.
- Monitor the Corporation's internal control and management information systems.
- Monitor the Corporation's compliance with applicable legal and regulatory requirements.
- Review at least annually the Corporation's information disclosure policy and monitor the Corporation's communications with analysts, investors and the public.
- Oversee the Whistle-Blowing Policy, including in respect of financial matters.

3.4 With respect to corporate governance matters

- Take all reasonable measures to satisfy itself as to the integrity of the President and Chief Executive Officer and other executive officers and as to the creation of a culture of integrity throughout the Corporation by management.
- Review, on a regular basis, the appropriate corporate governance structures and procedures.
- Adopt and review, on a regular basis, the Corporation's Code of Conduct, policies and procedures applicable to the Board and employees.
- Monitor compliance with the Code of Conduct through regular reporting from management.
- Approve the disclosure of the Corporation's governance practices in any document before it is delivered to the shareholders and the securities regulators or filed with the Stock Exchanges.
- Review and approve on an annual basis the charter of the Board and of each committee of the Board.
- Review and approve formal position descriptions for the Chair of the Board and the chair of each committee.
- Develop, and review on an annual basis, a position description for the President and Chief Executive Officer.
- Implement a continuing education program for all directors and a comprehensive orientation program for new directors and new members of committees.

- Assess on an annual basis the performance and effectiveness of the Board, its committees and individual directors in accordance with the assessment process established by the Corporate Governance Committee.
- Determine the size and composition of the Board and its committees based on competencies, skills and personal qualities sought in Board members.
- Determine the Board succession planning process.

3.5 With respect to health & safety, environment and corporate social responsibility matters

- Continue to foster, through its oversight of management, a culture of integrity and good corporate citizenship and an organization which operates in an environmentally and socially responsible manner.
- Oversee that key environmental and social factors (including environmental, health and safety and ethical) and potential impacts are identified by management and that appropriate actions and measures are taken.
- Review on an annual basis the Corporation's health, safety and environmental policies, procedures and guidelines (including an Emergency Response Plan) and oversee the Corporation's current management systems to provide safe working conditions and minimize the impact of its operations on the environment.

No provision of this Charter is intended to expand the scope of the standards of conduct or other obligations that apply to the directors of the Corporation under an act or regulation.

4. Meetings

The Board will meet at least quarterly, with additional meetings scheduled as required. Additional meetings may be held at the request of any Board member. The Chair will forward to the President and Chief Executive Officer any questions, comments or suggestions of the Board members.

In order to transact business, at least a majority of directors then in office shall be present.

Together wit the corporation secretary, the Chair will preparethe agenda and draft the minutes of the meetings, and distribute them to the Board members.

Information and materials that are important to the Board's understanding of the agenda items and related topics are distributed in advance of a meeting. The Corporation will deliver information on the business, operations and finances of the Corporation to the Board on an "as required basis".

The Chair shall designate from time to time a person who may, but need not, be a member of the Board to act as secretary of any meeting of the Board.

At each quarterly meeting of the Board, non-management Board members will meet *in camera*. In the event that non-management directors include directors who are not independent directors, the independent directors shall meet at the conclusion of each quarterly meeting with only independent directors present.

The Board may invite any of the Corporation's employees, officers, advisors or consultants or any other person to attend meetings of the Board to assist in the discussion and examination of the matters under consideration by the Board.

5. Board Committees

The Board may establish and delegate to committees of the Board any duties or responsibilities of the Board which the Board is not prohibited by law from delegating. However, the committees of the Board have the authority to make recommendations to the Board but not to bind the Corporation, except to the extent such authority has been specifically delegated to such committee by the Board. The roles and responsibilities of each committee are described in their respective committee charter. The Board may appoint *ad hoc* committees when deemed appropriate.

The Board has three standing committees: the Audit Committee, the Corporate Governance Committee and the Human Resources Committee. The members of these permanent committees must be "independent" directors, as determined by the Board, particularly under the Canadian securities legislation and regulations.

6. Conflict of interest

If a Board member (i) is party to a contract or transaction or proposed contract or transaction with Innergex or any of its affiliates, (ii) is a director, an officer or a senior official, or an individual acting in a similar capacity, of a party, or an affiliate of such party, to a contract or transaction or proposed contract or transaction with Innergex or any of its affiliates, or (iii) has a material interest in a person or an affiliate of any person who is a party to a contract or transaction or proposed contract or a transaction with Innergex or any of its affiliates, he/she shall disclose, as soon as possible, the nature and extent of his/her interest in writing to the Chair of the Board, or, in the case of the Chair of the Board, to the President and Chief Executive Officer.

In such circumstances, a director shall not:

(i) receive material provided to the Board or committee members concerning such contract or transaction;

(ii) be present during meetings of the Board or committees while the matter in question is discussed;

(iii) vote on any resolution intended to approve such a contract or transaction; or

(iv) receive copy of the minutes extract detailing the discussions held concerning such contract or transaction, except to examine disclosure relating to such director's disclosure of conflict;

unless the contract or the transaction or proposed contract or transaction:

(a) is related to his/her compensation as a director, officer, employee or agent of the Corporation;

(b) is related to the purchase of liability insurance; or

(c) is with an affiliate of the Corporation;

provided, however, that the director's presence at the meeting where such vote is taken or the written acknowledgement by the director of the existence of a written resolution is taken into consideration in the determination of the quorum required or the minimum number of directors required.

The Board will monitor the disclosure of conflicts of interest and compliance with the foregoing process.

7. Advisors

The Board may engage outside advisors at the expense of the Corporation in order to assist the Board in the performance of its duties and set and pay the compensation for such advisors.

The Board has determined that any Board member who wishes to engage a non-management advisor to assist on matters involving the Board member's responsibilities as a Board member at the expense of the Corporation should review the request with, and obtain the authorization of, the Chair of the Board.

8. Board Interaction with Third Parties

If a third party approaches a Board member on a matter of interest to the Corporation, the Board member should bring the matter to the attention of the Chair who shall determine whether this matter should be reviewed with management or should more appropriately be dealt with by the Board *in camera*.

9. Communication with the Board

Shareholders and other constituencies may communicate with the Board and individual Board members by contacting any one of the Chair of the Board, the Chair of the Audit Committee or the Chair of the Corporate Governance Committee.

10. Review of the Charter

The Board shall review this Charter on an annual basis and make changes, as considered appropriate from time to time.

11. Assessment

On an annual basis, the Board shall follow the process established by the Corporate Governance Committee of the Board for assessing its performance and effectiveness.

SCHEDULE "B"

CHARTER OF THE HUMAN RESOURCES COMMITTEE

This Charter prescribes the role of the Human Resources Committee (the "**Committee**") of the Board of Innergex Renewable Energy Inc. (the "**Corporation**"). This Charter is subject to the provisions of the Corporation's Articles and By-Laws and to applicable laws.

1. Role

In addition to the powers and authorities conferred upon the Directors in the Corporation's Articles and By-Laws and as prescribed by applicable laws, the mandate of the Committee is primarily as follows:

(i) Oversee the senior management compensation policies and practices and seek to ensure such policies are designed to recognize and reward performance and establish a compensation framework which is industry competitive and which results in the creation of shareholder value over the long-term;

(ii) Supervise the succession planning process for the senior management team; and

(iii) Oversee the overall strategy with respect to human capital management such as recruitment, talent development, workforce planning, employee mobilisation and satisfaction, etc.

Nothing contained in this Charter is intended to require the Committee to ensure the Corporation's compliance with applicable laws or regulations.

2. Composition

2.1. Number and criteria

The Committee is comprised of such Directors as are determined by the Board, all of who must be independent (as that term is defined in Regulation 52-110 – *Respecting Audit Committees*) and who must have direct experience which is pertinent to their responsibilities relating to executive compensation.

The Committee consists of at least three members.

2.2. Selection and Chair

The members of the Committee and its Chair shall be appointed by the Board on an annual basis after the shareholders' annual meeting at which the directors are elected, or until their successors are duly elected. The Chair shall designate from time to time a person who may, but not necessarily, be a member of the Committee to act as secretary.

Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee Membership.

Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee on ceasing to be a director of the Corporation. The Board may fill vacancies on the Committee by appointing from among the Board. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all of its powers so long as a quorum remains.

2.3. Remuneration

Members of the Committee and the Chair shall receive such remuneration for their services as the Board may determine from time to time.

3. Meetings

The Committee should meet at least twice annually or more frequently as circumstances require.

A quorum for the transaction of business at any meeting of the Committee shall be a majority of members of the Committee or such greater number, as the Committee shall determine by resolution.

The Committee may ask members of Management or others to attend meetings or to provide information as necessary. The Committee shall have full access to all information it deems appropriate for the purpose of fulfilling its role.

Meetings of the Committee shall be held from time to time and at such place as any member of the Committee shall determine upon reasonable notice to each of its members, which shall not be less than 48 hours. The notice period may be waived by all members of the Committee.

The Committee should determine any desired agenda items.

The Committee should record minutes of its meetings and the Chair shall present a report of the meetings and the Committee's recommendations to the Board on a timely basis.

4. Responsibilities

- The Committee's primary responsibility is to submit to the full Board, recommendations concerning executive compensation and compensation plan matters.
- The Committee shall, inter alia:
- Oversee that base salaries determination and adjustments are competitive relative to the industry and that bonuses, if any, reflect individual performance in the context of the overall performance of the Corporation. Overall performance should be measured by issues such as profitability, share price, distributions and initiatives being undertaken in the year, which should provide future shareholder benefit;
- Review corporate objectives relevant to the President and Chief Executive Officer and other senior management positions;
- Evaluate the President and Chief Executive Officer performance in light of the corporate goals and objectives;
- Review and recommend to the Board for approval the compensation of the President and Chief Executive Officer based on the evaluation of his performance;
- Review the annual compensation package of the Corporation's other senior management;
- Oversee the administration of the Corporation's compensation plans for senior management, including equity-based plans, incentive compensation plans, annual bonuses and such other compensation plans or structures as are adopted by the Board from time to time;
- Oversee the risks associated with the Corporation's compensation policies and practices;
- Oversee implementation of appropriate mechanisms regarding succession planning for the position of President and Chief Executive Officer and other senior management positions;
- Together with the Chair of the Board, and in consultation with the Corporate Governance Committee, develop and review, on an annual basis, a position description for the President and Chief Executive Officer;
- Assess overall human resources management; and
- Review and recommend to the Board for approval, any public disclosure of information relating to the compensation of the Corporation's senior management, including the information to be disclosed and the compensation discussion and analysis to be incorporated in the annual management information circular.

5. Advisors

The Committee may hire outside advisors at the expense of the Corporation in order to assist the Committee in the performance of its duties and set and pay the compensation for such advisors.

The Board has determined that any committee who wishes to hire a non-management advisor to assist on matters involving the committee members' responsibilities at the expense of the Corporation should review the request with, and obtain the authorization of, the Chairman of the Board.

6. Assessment

On an annual basis the Committee shall follow the process established by the Corporate Governance Committee (and approved by the Board) for assessing performance and effectiveness of the Committee.

7. Charter review

The Committee should review this Charter on an annual basis and recommend to the Board changes, as considered appropriate from time to time.

8. General

The Committee is a committee of the Board and is not and shall not be deemed to be an agent of the Corporation's shareholders for any purpose whatsoever. The Board may, from time to time, permit departures from the terms hereof, either prospectively or retrospectively, and no provision contained herein is intended to give rise to civil liability to securityholders of the Corporation or other liability whatsoever.

INNERGEX

Renewable Energy.
Sustainable Development.

TIME FOR OPTIMISM

The transition to a carbon-free economy is within our reach. More than ever, Innergex is focusing its actions towards fighting climate change.

We are building a better world with renewable energy, and that is why we can believe in a prosperous future for all of us.

innergex.com