

**BORALEX**

2020

# Expansion in full swing

Positioning for sustainable growth



## Management Information **CIRCULAR**

**NOTICE**  
of Annual  
Meeting  
of Shareholders



# Notice of Annual Meeting of Shareholders

Dear shareholders,

We invite you to attend Boralex Inc.'s 2020 annual meeting of shareholders.

## Items of business

The meeting will be held for the following purposes:

1. Receive the consolidated financial statements of the Corporation for the financial year ended December 31, 2020 and the independent auditor's report thereon
2. Elect the directors
3. Appoint the independent auditor
4. Adopt a non-binding advisory resolution, the text of which is reproduced on page 15 of the management information circular, accepting our approach to executive compensation
5. Adopt a resolution, the text of which is reproduced on page 156 of the management information circular, reconfirming and renewing the shareholder rights plan adopted by the board of directors on March 1, 2018
6. Consider any other business that may properly come before the meeting or any adjournment thereof.

## Notice-and-Access

This year, as permitted by Canadian corporate and securities regulators, Boralex Inc. is using notice-and-access to deliver the management information circular of Boralex Inc. dated February 28, 2021 and other proxy-related materials (the "**Meeting Materials**") as well as the annual audited consolidated financial statements of the Corporation for the financial year ended December 31, 2020, together with the independent auditor's report thereon, and related management's discussion and analysis (together, the "**Financial Statements**") to both its registered shareholders and non-registered (beneficial) shareholders. Non-registered shareholders are either "objecting beneficial owners" or "OBOs" who object that intermediaries disclose information about their ownership, or "non-objecting beneficial owners" or "NOBOs", who do not object to such disclosure. This notice is being sent by Boralex Inc. to "OBOs" and "NOBOs" indirectly through intermediaries.

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 than mailing paper copies of such materials to shareholders. Under 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 and of the Financial Statements, shareholders receive this notice which contains information on how they may access the Meeting Materials and the Financial Statements online and how to request paper copies of such documents. The use of notice-and-access will directly benefit Boralex Inc. by substantially reducing its printing and mailing costs and is more environmentally friendly as it reduces paper use.



### When

May 5, 2021  
11:00 a.m. (Eastern Daylight Time)



### Where

Virtual meeting via live audio webcast at  
<https://web.lumiagm.com/262304484>



### Materials

A notice of availability of proxy materials for our 2020 annual meeting is being mailed to shareholders on or about March 26, 2021.

We are providing access to the meeting Materials, the Financial Statements and annual report to both our registered shareholders and non-registered (beneficial) shareholders via the Internet using "notice-and-access" system. These materials are available at <https://www.boralex.com> or <https://www.sedar.com>

## How to Request a Paper Copy of the Meeting Materials and of the Financial Statements

### 1. Before the Meeting

If your name appears on a share certificate, you are considered as a “registered shareholder”. You may request paper copies of the Meeting Materials and the Financial Statements at no cost to you by calling Computershare Investor Services Inc. (“**Computershare**”) toll-free, within North America at 1-866-962-0498 or direct, from outside of North America at 514-982-8716 and entering your 15-digit control number as indicated on your form of proxy.

If your shares are listed in an account statement provided to you by an intermediary, you are considered as a “non-registered shareholder”. You may request paper copies of the Meeting Materials and the Financial Statements from Broadridge at no cost to you up to one year from the date the management information circular or the date of the Financial Statements was filed on SEDAR through the Internet by going to [www.proxyvote.com](http://www.proxyvote.com) or by telephone at 1-877-907-7643 and entering the 16-digit control number located on the voting instruction form or notification letter and following the instructions provided.

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

In any case, requests should be received at least five (5) business days prior to the proxy deposit date and time which is set for 5:00 p.m. (Eastern Daylight Time) on May 3, 2021 in order to receive the Meeting Materials and the Financial Statements in advance of such date and the meeting date. To ensure receipt of the paper copy in advance of the voting deadline and meeting date, we estimate that your request must be received by no later than 5:00 p.m. (Eastern Daylight Time) on April 26, 2021.

### 2. After the Meeting

Call 514-284-9890 or visit our website ([www.boralex.com](http://www.boralex.com)) A copy of the Meeting Materials and the Financial Statements will be sent to you within ten (10) calendar days of receiving your request.

## Voting

It is recommended that you vote by telephone or Internet to ensure that your vote is received before the meeting. To cast your vote by telephone or Internet, please have your proxy card or voting instruction form in hand and carefully follow the instructions contained therein. Your telephone or Internet vote authorizes the named proxyholders to vote your shares in the same manner as if you mark, sign and return your proxy card. If you vote by telephone or Internet, your vote must be received before 5:00 p.m. (Eastern Daylight Time) on May 3, 2021.

Please refer to Boralex Inc.’s management information circular dated February 28, 2021 for more information on how to vote. We encourage you to read the management information circular before voting your shares.

## Participating at the Meeting

Registered shareholders and duly appointed proxyholders will be able to attend the meeting, ask questions and vote, all in real time, online at <https://web.lumiagm.com/262304484>. Non-registered shareholders (being shareholders who hold their Boralex shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will be able to attend the meeting as guests, but guests will not be able to vote at the meeting.

Shareholders who wish to appoint a third party proxyholder to attend and participate at the meeting as their proxyholder and vote their shares **MUST** submit their form of proxy or voting instruction form, as applicable, appointing that person as proxyholder **AND** register that proxyholder online, as described below. Registering your proxyholder is an additional step to be completed **AFTER** you have submitted your form of proxy or voting instruction form. **Failure to register the proxyholder will result in the proxyholder not receiving a Control Number that is required to vote at the meeting and only being able to attend as a guest.**

- **Step 1: Submit your form of proxy or voting instruction form:** To appoint a third party proxyholder, insert that person’s name in the blank space provided in the form of proxy or voting instruction form (if permitted) and follow the instructions for submitting such form of proxy or voting instruction form. This must be completed before registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form.

- **Step 2: Register your proxyholder:** To register a third party proxyholder, shareholders must visit <http://www.computershare.com/boralex> by no later than 5:00 p.m. (Eastern Daylight Time) on May 3, 2021 and provide Computershare with the required proxyholder contact information so that Computershare may provide the proxyholder with a Control Number via email. Without a Control Number, proxyholders will not be able to vote at the meeting but will be able to participate as a guest.

## Record Date

The record date for determination of shareholders entitled to receive notice of and to vote at the meeting is March 8, 2021.

## Questions

### 1. Registered Shareholders

If you are a registered shareholder and have any questions regarding this notice, the notice-and-access mechanism or the meeting, please call Computershare at 1-800-564-6253 (toll free in Canada and the United States) between 8:30 a.m. and 8:00 p.m. Eastern Time or 514-982-7555 (international direct dial) or by email at [service@computershare.com](mailto:service@computershare.com).

### 2. Non-Registered Shareholders

If you are a non-registered shareholder and have any questions regarding this notice or the meeting, please call your intermediary. If you have any questions regarding the notice-and-access mechanism, please contact Broadridge Investor Communication Solutions at the following toll-free numbers in Canada and in the United States 1-844-916-0609 (English) or 1-844-973-0593 (French), or by email at [noticeandaccess@broadridge.com](mailto:noticeandaccess@broadridge.com).

By Order of the Board of Directors,

(s) Pascal Hurtubise

### **Pascal Hurtubise**

Vice President, Chief Legal Officer and Corporate Secretary

February 28, 2021

# Letter to Shareholders

On behalf of the board of directors, management and employees, it is with great pleasure that we invite you to the annual meeting of shareholders of Boralex on May 5, 2021. We will take this opportunity to detail the financial results for the year 2020, in addition to presenting our outlook for the year 2021.

This year, in light of the unprecedented impact of the coronavirus pandemic, also known as COVID-19, and in order to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, we will be holding a virtual meeting, via live audio webcast.

As a holder of Class A shares, you are entitled to receive our financial statements, vote your shares at the meeting and ask questions. Our management information circular contains important information about the matters on which you will be voting. We encourage you to read the management information circular before voting your shares. You can also read our annual report and corporate social responsibility report, which are available on our website ([www.boralex.com](http://www.boralex.com)).

We take this opportunity to express, on behalf of Boralex, our gratitude to Mr. Yves Rheault for his great contribution to the board of directors. An expert in the energy sector, Mr. Rheault has always shared his knowledge and experience with us. We gratefully thank him. He will be stepping down at the end of his mandate after serving for nearly 24 years.

The year 2020 was marked by the retirement of Mr. Patrick Lemaire, President and Chief Executive Officer, who spent 14 years growing a young, yet bold Quebec-based company into a renowned international player in the renewable energy industry. Mr. Patrick Decostre, who succeeded him as President and Chief Executive Officer on December 1, 2020, is committed, with all of his colleagues and Boralex partners, to keep building on Mr. Lemaire's immense legacy.

We look forward to your participation in this virtual meeting and thank you for the trust and support you have shown in Boralex.

(s) Alain Rhéaume

**Alain Rhéaume**  
Chair of the Board of Directors

(s) Patrick Decostre

**Patrick Decostre**  
President and Chief Executive Officer

# About this Management Information Circular

You have received this management information circular because you owned Class A (common) shares of Boralex Inc. as of the close of business on March 8, 2021. It includes important information about the meeting and how to vote your shares.

This year, as permitted by Canadian corporate and securities regulators, Boralex Inc. is using notice-and-access to deliver this management information circular to both its registered shareholders and non-registered (beneficial) shareholders. This means that the circular is being posted online for you to access, rather than being mailed out. Notice-and-access gives shareholders more choice, substantially reduces our printing and mailing costs, and has less environmental impact as it reduces materials, waste and energy consumption. You will still receive a form of proxy or a voting instruction form in the mail (unless you have chosen to receive proxy materials electronically) so you can vote your shares but, instead of automatically receiving a paper copy of this circular, you will receive a notice (the “**Notice-and-Access Letter**”) with information about how you can access the circular electronically and how to request a paper copy.

Management is soliciting your proxy for use at the annual meeting of shareholders to be held on May 5, 2021 at 11:00 a.m. (Eastern Daylight Time) or at any adjournment or postponement thereof. In addition to solicitation by mail, our employees or agents may solicit proxies by other means. The cost of any such solicitation will be borne by the Corporation. Boralex Inc. may also reimburse brokers and other persons holding shares in their names or in the names of nominees, for their costs incurred in sending proxy materials to beneficial owners and obtaining their proxies or voting instructions.

**The meeting will be held in virtual format, through a live audio webcast. Shareholders will not be able to attend the meeting in person. Information on how to participate and vote in the webcast can be found beginning on page 10.**

## In this document:

- *we, us, our* (or any similar words), *company* and *Boralex* mean Boralex Inc.;
- *you, your* (or any similar words) and *shareholder* refer to holders of Boralex Class A (common) shares;
- *circular* means this management information circular dated February 28, 2021;
- *meeting* means our annual meeting of Class A (common) shareholders to be held on May 5, 2021, or any adjournment thereof;
- *Class A shares* or *shares* means Class A shares (common) of Boralex Inc.;
- *board* or *board of directors* means the board of directors of Boralex Inc.;

Information in this circular is as at February 28, 2021 and in Canadian dollars, unless indicated otherwise. Any information contained in, or otherwise accessible through, websites mentioned in this circular does not form a part of this document.

## For more information:

You can find financial information about Boralex in our 2020 annual report, which includes our audited consolidated financial statements and management’s discussion and analysis (MD&A) for the fiscal year ended December 31, 2020. Section “11. Audit committee” of Boralex’s Annual Information Form dated February 24, 2021 contains more information about the Corporation’s audit committee, including the committee mandate.

These documents are available on SEDAR ([www.sedar.com](http://www.sedar.com)) and on our website ([www.boralex.com](http://www.boralex.com)) and will be provided promptly and without charge to our shareholders upon request to the Corporate Secretary at 900 de Maisonneuve Boulevard West, 24th Floor, Montréal, Québec, H3A 0A8.

Our Corporate Responsibility Report is also available on our website ([www.boralex.com](http://www.boralex.com)).

# Management Information Circular Summary

In this summary, we highlight certain information you will find in this circular. This summary does not contain all of the information that you should consider. Please review the entire circular carefully before casting your vote.

## Board highlights

|   |   |  |  |   |
|---|---|--|--|---|
| <b>81%</b>                                      | <b>3x</b>   | <b>0</b>   | <b>99%</b>                             | <b>36%</b>                                |
| Percentage of board members who are independent | Director's share ownership set at 3 times the annual director retainer within 5 years | Board members that sit together on the board of another public company | Board and committee attendance in 2020 | Percentage of board members who are women |







## Our director nominees






| Name / Age                         | Director since | Position  | Other public boards | % of votes last year |
|------------------------------------|----------------|---|---------------------|----------------------|
| <b>André Courville</b><br>(67)     | 2019           | Corporate Director  | 0                   | 99.60                |
| <b>Lise Croteau</b><br>(60)        | 2018           | Corporate Director  | 2                   | 97.88                |
| <b>Patrick Decostre</b><br>(48)    | 2020           | President and Chief Executive Officer, Boralex  | 0                   | n/a                  |
| <b>Ghyslain Deschamps</b><br>(54)  | 2018           | Executive Vice President, Building Division, EBC Inc.                                       | 0                   | 99.96                |
| <b>Marie-Claude Dumas</b><br>(50)  | 2019           | Global Director, Major Projects & Programs of WSP Global and Executive Market Leader Quebec | 0                   | 99.58                |
| <b>Marie Giguère</b><br>(69)       | 2017           | Corporate Director  | 1                   | 99.60                |
| <b>Edward H. Kernaghan</b><br>(49) | 2006           | Corporate Director  | 4                   | 84.29                |
| <b>Patrick Lemaire</b><br>(57)     | 2006           | Corporate Director  | 1                   | 99.90                |
| <b>Alain Rhéaume</b><br>(69)       | 2010           | Corporate Director and Chair of the board, Boralex  | 1                   | 99.68                |
| <b>Zin Smati</b><br>(63)           | n/a            | Corporate Director  | 1                   | n/a                  |
| <b>Dany St-Pierre</b><br>(59)      | 2016           | President of Cleantech Expansion LLC  | 1                   | 99.59                |



# Highlights of our corporate responsibility report

Our complete corporate responsibility report is available on our website ([www.boralex.com](http://www.boralex.com)).

| ISSUES                                    | INDICATOR  | 2019   | 2020   | GRI                  | SDG  |
|---|--|--|--|----------------------|--|
| Responsible Resource Use                  | Certifications   |  | Montreal office business : BOMA Best- Platinum Certification<br>Lyon office business : Haute Qualite Environnementale, BREEAM and Well Silver criteria certifications<br>In France, Boralex is a member of a group of seven independent renewable energy producers who have created the Electricité Verte d'Origine Contrôlée (Green Electricity Produced in France) | GRI102-7<br>GRI305-2 | <br> |
| Greenhouse Gas Emissions (Scopes 1 and 2) | Net renewable energy generated, in GWh   | 4,371 GWh  | 4,727 GWh  | GRI305-5             | <br> |
|   | CO <sub>2</sub> emission avoided by our renewable energy production, in tons       | 290,577 tons of CO <sub>2</sub> emission avoided | 294,260 tons of CO <sub>2</sub> emission avoided   | GRI305-5             |  |
|   | Proportion of fleet electric, hybrid or low consumption (<SL/100KM) vehicles, in % |  | North America : 22%<br>France : 49%  | GRI302-1             |  |
|   | Number of charging stations for electric vehicles accessible to employees          |  | Kingsley Falls : 6<br>Montréal : 11<br>South Glens Falls : 1<br>Lyon : 2<br>Blendecques : 5<br>Niagara Region Wind Farm : 1  | GRI302-1             |  |
|   | Financial incentives to encourage responsible employee transportation              |  | Responsible Transportation Compensation program for public transport, cycling and walking. Compensation program for the purchase of an electric or hybrid vehicle and home charging station in North America   | GRI302-1             |  |
| Adapting to Climate Change                | Electricity generation capacity by energy source and country, in %                 |  | <b>By Energy Source:</b><br>Wind : 2002 MW (81.5%)<br>Solar : 225 MW (9.2%)<br>Hydro : 181 MW (7.4 %)<br>Thermal : 47 MW (1.9%)<br><b>By Country:</b><br>Canada : 1125 MW (45.8%)<br>France : 1040 MW (42.4%)<br>USA : 290 MW (11.8%)  |                      |   |
|   |  |  | <a href="#">See p.18 for more details on Greenhouse Gas Emissions</a>  |                      |  |
| Biodiversity                              | Number of spill or discharge resulting in fines                                    | 0  | 0  | GRI306-3             |    |

| ISSUES                               | INDICATOR  | 2019   | 2020   | GRI  | SDG   |   |
|--------------------------------------|--|--|--|--|---|---|
| Health and Safety                    | Total Recordable Injury Rate (TRIP)  | 0.3  | 0.6  | GRI403-9                                   | <br><br> |   |
|                                      | Recordable Injury Rate   | 0  | 0  | GRI403-10                                  |   |   |
|                                      | Corrective Actions finalized within 30 days Rate, in %                       |  | 100%   | Safe Start                                 |   | GRI403-5  |
| Quality of Work Life                 | Certifications   |  | Boralex Health and safety procedure for COVID-19<br><a href="#">See p.24 for more details on Health and Safety</a>   |  |   |   |
|                                      | Engagement Score, in %   | 62%  | 65%  | GRI102-8                                   |   |   |
| Skills and Employability Development | Employment Type  |  | Permanent : 510 / Contract: 17   | GRI102-8                                   |   |   |
|                                      | Training and skills development programs                                     |  | Leadership Path / Boralex Code of Ethics<br>Cybersecurity Training / Procurement process Training  | GRI404                                     |   |   |
|                                      | Employees who have received at least one training or formation, in %         |  | 100%   | GRI404-1                                   |   |   |
| Diversity and Equal Opportunities    | Employees receiving regular performance and career development reviews, in % |  | 100%   | GRI404-1-3                                 |   |   |
|                                      | Politics and principles Adhesion   |  | Charte de la diversité (France) / Universal Declaration of Human Rights / Equator Principles   |  |   |   |
|                                      | Women in the workplace, in %   | Total<br>Women : 29.4%<br>Men : 70.6%                                    | Total<br>Women : 29.4%<br>Men : 70.6%  | Permanents<br>Women : 29.6%<br>Men : 70.4% | GRI102-8  |  |
|                                      | Women in a management position, in %   | 25%  | 26%  |  | GRI405-1  |   |
|                                      | Women in the Executive Committee, in %                                       | 40%  | 28.6%  |  |   |  |
| Talent Attraction and Retention      | Women on the Board (independent members), in %                               | 40%  | 44%  | GRI102-8                                   |   |   |
|                                      | Average age of workforce in years  |  | 36.9 years old   | GRI102-8                                   |   |   |
|                                      | Workforce breakdown by country   | Canada : 251<br>United States : 22<br>France : 206<br>United Kingdom : 1 | Canada : 282 / United States : 25 / France : 220 / United Kingdom : 1  |  | GRI102-8  |   |
|                                      | New employees breakdown by :<br>- Country<br>- Gender                        |  |  |  | GRI401-1  |   |
| Retention Rate, in %                 |  | 87%  | 90.2%  | GRI401-1                                   |   |   |
|                                      | Benefits provided to full-time employees                                     |  | Short-Term Incentive Plan<br>Stock ownership<br>Parental Leave<br>Pension Plan<br>Collective Insurance<br>- Health Care<br>- Dental Care<br>- Life insurance (employee and family)<br>- Disability and invalidity coverage | GRI401-2                                   |   |   |



| ISSUES                                      | INDICATOR   | 2019   | 2020   | GRI          | SDG |
|---|---|--|--|--------------|-----|
| Local Community Consultation and Engagement | Official Complaints aswered and processed*, in %<br><small>*Official complaints are reported via our official contact identified on our website "Contact" section</small> |  | 100%<br><a href="#">See p.26 for more details on Local Community Consultation and Engagement</a>   |              |     |
| Territorial Economic and Social Development | Employee volunteerism and local giving investment, in \$ CA   |  | \$17,200   | GRI201-1     |     |
| Social Innovation and Partnerships          | Social Innovation and Partnerships  |  | Chair in Energy Sector Management HEC Montréal / Éoloscope /<br>Une étude majeure sur l'écologie des populations d'originaux dans le contexte du réchauffement climatique (Laval University project partnership) /<br>Protège ton cours d'eau / Équiterre / World Wild Fund (WWF) France | GRI201-1     |     |
| Philanthropy and Sponsorships               | Economic value generated and distributed via Boralex's Donations and Sponsorships program, in CA\$  | \$911,000 CA   | \$1,090,173 CA   | GRI201-1     |     |
| Responsible Corporate Governance            | Independent board directors, in %   | 90%  | 80%  |              |     |
|   | Overall board meetings attendance, in %   | 98%  | 99%  |              |     |
|   | Board Breakdown by gender, in %   | Men : 60%<br>Women : 40%   | Men : All 64% / Independant 56%<br>Women : All 36% / Independant 44%   | GRI405-1     |     |
| Ethics in Business and Behaviour            | Breakdown by age group, in %  | < 60 years old : 60%<br>60 - 69 years old : 30%<br>70 - 80 years old : 10% | < 60 years old : 60%<br>60 - 69 years old : 40%<br><a href="#">See p.14 for more details on Responsible Governance</a>   | GRI405-1     |     |
|   | Employees receiving Boralex Code of Ethics training, in %   | 100%   | 100%   | GRI205-1-2-3 |     |
| Cybersecurity and Data Protection           | Employees receiving Boralex Harrassment and Violence in the workplace politic training, in %  | 100%   | 100%   |              |     |
|   | Policy  |  | Lauching of the Information security and protection polity and its related practices in April 2020   | GRI418-1     |     |
|   | Practices and system implemented  |  | Implementation of data protection solutions on mobile devices, remote devices, cloud computing, and email (Cisco Suite).<br>Implementation of data encryption.   |              |     |
|   | Education / Training  |  | Raising staff awareness with educational mounthly informative articles and certification training<br>Webcast to employees<br><a href="#">See p.28 for more details on Cybersecurity and Data Protection</a>  |              |     |

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## Part 1 - About the Meeting

This year's annual meeting is on May 5, 2021. Read this part to find out who can vote, how you can vote and what you'll be voting on.

In light of the unprecedented impact of the coronavirus pandemic, also known as COVID-19, and in order to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, we will be holding a virtual meeting, via live audio webcast.

Registered shareholders and duly appointed proxyholders will be able to attend the meeting, ask questions and vote, all in real time, online at <https://web.lumiagm.com/262304484>. Non-registered shareholders (being shareholders who hold their Boralex shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will be able to attend the meeting as guests, but guests will not be able to vote at the meeting.

### Questions?

#### 1. Registered Shareholders

If you are a registered shareholder and have any questions regarding this notice, the notice-and-access mechanism or the meeting, please call Computershare at 1-800-564-6253 (toll free in Canada and the United States) between 8:30 a.m. and 8:00 p.m. Eastern Time or 514-982-7555 (international direct dial) or by email at [service@computershare.com](mailto:service@computershare.com).

#### 2. Non-Registered Shareholders

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## 1.1 Voting Information

### Who can vote?

The record date for determining holders of Class A shares entitled to receive notice of and to vote at the meeting is the close of business on March 8, 2021 (the “**Record Date**”). If you held Boralex Class A shares as of 5 p.m. (Eastern Daylight time) on the Record Date, you’re entitled to receive notice of, attend and vote at the meeting.

On February 28, 2021, 102,618,702 Class A shares and no preferred shares of Boralex were outstanding. Class A shares are the only voting securities of the Corporation and each share carries one vote.

#### About quorum

Before the meeting can go ahead, the holders of at least 15% of the outstanding shares must be present or represented by proxy

### Who are the principal holders?

To the knowledge of the Boralex’s directors and executive officers, the following person beneficially owned, or controlled or directed, directly or indirectly, more than 10% of any class or series of the outstanding voting securities of the Corporation as at February 28, 2021:

| Shareholder                            | Number of Class A shares | Percentage of the outstanding Class A shares |
|--|--------------------------|--|
| Caisse de dépôt et placement du Québec | 12,890,207               | 12.6%  |
| BlackRock, Inc.                        | 10,444,572               | 10.2%  |

### How to vote?

There are two ways to vote - online at the meeting or by proxy. How you vote depends on whether you are a **registered shareholder** or a **non-registered (beneficial) shareholder**.

If you are eligible to vote and your Class A shares are registered in your name (which makes you a “**Registered Shareholder**”), you can vote your Class A shares online at the meeting or by proxy. Please see the instructions below under “How to vote if I am a Registered Shareholder?”

If your Class A shares are held in the name of a nominee, such as a trustee, a financial institution or a securities dealer (which makes you a “**Non-Registered Shareholder**”), please see the instructions below under “How to vote if I am a Non-Registered Shareholder?”.

### How to vote if I am a Registered Shareholder?

You are a Registered Shareholder if your name appears on your share certificate.

#### 1. Voting online

At the meeting, registered shareholders may vote by completing a ballot online, as further described below under “How to Attend the Virtual Only Meeting”. **If you wish to vote online at the meeting, you do not need to complete or return the form of proxy.**

#### 2. Voting by proxy

It is recommended that you vote by telephone or Internet to ensure that your vote is received before the meeting. To cast your vote by telephone or Internet, please have your proxy card or voting instruction form in hand and carefully follow the instructions contained therein. Your telephone or Internet vote authorizes the named proxyholders to vote your shares in the same manner as if you mark, sign and return your proxy card. If you vote by telephone or Internet, your vote must be received before 5:00 p.m. (Eastern Daylight Time) on May 3, 2021.

You may appoint someone else to vote for you as your proxy holder by using the enclosed form of proxy. The persons named as proxies in such form of proxy are directors or officers of the Corporation. **You have the right to appoint any other person (who need not be a shareholder) to attend and act on your behalf at the meeting. See below under “How to appoint a third-party proxyholder?”**

## How to send my form of proxy?

You can either return a duly completed and executed form of proxy to the transfer agent and registrar for the Corporation's Class A shares, Computershare Investor Services Inc., in the envelope provided, or you can vote over the Internet or by phone by following the instructions on the form of proxy.

## What is the deadline for sending in my proxy form?

The deadline for receiving duly completed forms of proxy or a vote over the Internet or by phone is 5:00 p.m. (Eastern Daylight Time) on May 3, 2021, or if the meeting is adjourned, by no later than 5:00 p.m. (Eastern Daylight Time) on the business day prior to the day fixed for the adjourned or postponed meeting.

## If I change my mind, how can I revoke my proxy?

You may revoke any proxy that you have given. In addition to revocation in any other manner permitted by law, you may revoke the proxy by preparing a written statement, signed by you or your attorney, or if the proxy is given on behalf of a legal person, by anyone authorized to represent it at the meeting, and depositing such written revocation statement at the office of Computershare Investor Services Inc. at 100 University Ave, 8th Floor, Toronto, Ontario M5J 2Y1 or by fax at 1-866-249-7775 at any time up to and including 5:00 p.m. (Eastern Daylight Time) on the last business day preceding the day of the meeting. In addition, if you have followed the process set out below for attending and voting at the meeting online, voting at the meeting online will revoke your previous proxy.

## How to vote if I am a Non-Registered Shareholder?

If your Class A shares are not registered in your name and are held in the name of a nominee such as a trustee, financial institution or securities dealer, you are a "Non-Registered Shareholder". If your Class A shares are listed in an account statement provided to you by your dealer, such Class A shares will, in all likelihood, not be registered in your name. Such Class A shares will more likely be registered under the name of your broker or an agent of that broker. Without specific instructions, Canadian brokers and their agents or nominees are prohibited from voting shares for the broker's client. If you are a Non-Registered Shareholder, there are two ways (listed below) that you can vote your Class A shares:

### 1. Giving your voting instructions

Applicable securities laws require your nominee to seek voting instructions from you in advance of the meeting. Accordingly, you will receive or have already received from your nominee a request for voting instructions for the number of Class A shares you hold. Every nominee has its own mailing procedures and provides its own signature and return instructions, which should be carefully followed by Non-Registered Shareholders to ensure that their Class A shares are voted at the meeting.

### 2. Voting on line at the meeting

If you are a Non-Registered Shareholder and wish to attend, participate or vote at the meeting, **you MUST insert your own name** in the space provided on the voting instruction form sent to you by your intermediary, follow all of the applicable instructions provided by your intermediary **AND** register yourself as your proxyholder, as described below under "How to appoint a third party proxyholder?" By doing so, you are instructing your intermediary to appoint you as its proxyholder. It is important that you comply with the signature and return instructions provided by your intermediary.

Non-Registered Shareholders who have not duly appointed themselves as proxyholder will not be able to vote at the meeting but will be able to attend the meeting as guests. This is because the Corporation and our transfer agent, Computershare, do not have a record of the Non-Registered Shareholders of the Corporation, and, as a result, will have no knowledge of your shareholdings or entitlement to vote unless you appoint yourself as proxyholder.

## How to appoint a third-party proxyholder?

The following applies to shareholders who wish to appoint a person (a "third-party proxyholder") other than the management nominees identified in the form of proxy or voting instruction form as proxyholder, including non-registered shareholders who wish to appoint themselves as proxyholder to attend, participate or vote at the meeting.

Shareholders who wish to appoint a third party proxyholder to attend and participate at the meeting as their proxyholder and vote their Class A shares **MUST** submit their form of proxy or voting instruction form, as applicable, appointing that person as proxyholder **AND** register that proxyholder online, as described below. Registering your proxyholder is an additional step to be completed **AFTER** you have submitted your form of proxy or voting instruction form. **Failure to register the proxyholder will result in the proxyholder not receiving a Control Number that is required to vote at the meeting and only being able to attend as a guest.**

- **Step 1: Submit your form of proxy or voting instruction form:** To appoint a third party proxyholder, insert that person's name in the blank space provided in the form of proxy or voting instruction form (if permitted) and follow the instructions for submitting such form of proxy or voting instruction form. This must be completed before registering such proxyholder, which is an additional step to be completed once you have submitted your form of proxy or voting instruction form.
- **Step 2: Register your proxyholder:** To register a third party proxyholder, shareholders must visit <http://www.computershare.com/boralex> by no later than 5:00 p.m. (Eastern Daylight Time) on May 3, 2021 and provide Computershare with the required proxyholder contact information so that Computershare may provide the proxyholder with a Control Number via email. Without a Control Number, proxyholders will not be able to vote at the meeting but will be able to participate as a guest.

## How will my shares be voted if I give my proxy?

Your Class A shares will be voted or withheld from voting in accordance with your instructions indicated on the proxy. If no instructions are indicated, your Class A shares represented by proxies in favour of the directors and officers of the Corporation will be voted **FOR** the election of each of the nominees listed in this circular, **FOR** the appointment of PricewaterhouseCoopers as independent auditor of the Corporation, **FOR** the adoption of the advisory resolution on executive compensation, **FOR** the adoption of the resolution ratifying the shareholder rights plan.

Should any nominee named herein for election as a director become unable to accept nomination for election, it is intended that the person acting under proxy in favour of management will vote for the election in his or her stead for such other person as management of the Corporation may recommend. Management has no reason to believe that any of the nominees for election as directors will be unable to serve if elected and management is not aware of any amendment or other business likely to be brought before the meeting.

Management is not aware of any other matters which will be presented for action at the meeting. If, however, other matters properly come before the meeting, the persons designated in the form of proxy or voting instruction form enclosed with the Notice-and-Access Letter will vote in accordance with their judgment, pursuant to the discretionary authority conferred by the proxy with respect to such matters.

## How will these matters be decided at the Meeting?

A simple majority of the votes cast, online at the Meeting or by proxy, will constitute approval of matters voted on at the meeting, except as otherwise specified.

## How do I attend the virtual Meeting?

Attending the meeting online enables Registered Shareholders and duly appointed proxyholders, including Non-Registered Shareholders who have duly appointed a third-party proxyholder, to participate at the meeting, ask questions and vote, all in real time. Registered Shareholders and duly appointed third party proxyholders can vote at the appropriate times during the meeting. Guests, including Non-Registered Shareholders who have not duly appointed a third-party proxyholder, can log in to the meeting as set out below. Guests can listen to the meeting but are not able to vote.

- Log in online at <https://web.lumiagm.com/262304484>. We recommend that you log in at least one hour before the meeting starts;
- Click "Login" and then enter your Control Number and Password "boralex2021" (case sensitive); OR
- Click "Guest" and then complete the online form.

**Registered Shareholders:** The 15-digit Control Number located on the form of proxy or in the email notification you received is your Control Number.

**Duly appointed proxyholders:** Computershare will provide the proxyholder with a Control Number by email after the proxy voting deadline has passed and the proxyholder has been duly appointed AND registered as described in "How to Appoint a Proxyholder" above.

If you attend the meeting online, it is important that you are connected to the internet at all times during the meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the meeting. You should allow ample time to check into the meeting online and complete the related procedure.



**United States Non-Registered Shareholders:** To attend and vote at the virtual meeting, you must first obtain a valid legal proxy from your broker, bank or other agent and then register in advance to attend the meeting. Follow the instructions from your broker, bank or other agent included with these proxy materials, or contact your broker, bank or other agent to request a legal proxy form. After first obtaining a valid legal proxy from your broker, bank or other agent, to then register to attend the meeting, you must submit a copy of your legal proxy to Computershare. Requests for registration should be directed to Computershare either by mail at Computershare Investor Services Inc., 100 University Ave, 8th Floor, Toronto, Ontario M5J 2Y1 or by email at [uslegalproxy@computershare.com](mailto:uslegalproxy@computershare.com).

Requests for registration must be labeled as “Legal Proxy” and be received no later than May 3, 2021 by 5:00 p.m. (Eastern Daylight Time). You will receive a confirmation of your registration by email after "receives your registration materials. You may attend the meeting and vote your shares at <https://web.lumiagm.com/262304484> during the meeting. Please note that you are required to register your appointment at <http://www.computershare.com/boralex>.

## 1.2 Business of the Meeting

### Financial Statements

We will present our consolidated financial statements for the year ended December 31, 2020 and the auditor’s report thereon, however their approval is not required. You can find these documents in our 2020 annual report, which is available on our website ([www.boralex.com](http://www.boralex.com)).

### Election of Directors

Our board must be composed of no more than 20 directors. The term of office of each of the current directors expires at the close of the meeting. All of the nominees for election as directors are currently members of the board, with the exception of Mr. Zin Smati.

You can read about the nominees beginning on page 20.

You will elect the 11 directors who will comprise our board

The board recommends that you vote **FOR** the election of the 11 director nominees.

### Appointment of Auditor

The board, on the recommendation of the Audit Committee, recommends that PricewaterhouseCoopers LLP/s.r.l./S.E.N.C.R.L. be reappointed as auditors. The term of the firm of auditors appointed at the meeting will expire at the close of the next annual meeting of shareholders.

The board recommends that you vote **FOR** the appointment of PricewaterhouseCoopers LLP/s.r.l./S.E.N.C.R.L. as the Corporation’s auditor.

### Independence Policy

The Audit Committee has implemented a policy regarding the independence of the auditor, which governs all aspects of our relationship with the auditor, including pre-approval of all services provided by the auditor, including non-audit services. If additional services are required during the year, a request must be made to the audit committee to obtain specific approval.

In addition, the audit committee ensures that independence is maintained by ensuring that the lead audit partner is rotated at least every five years, in accordance with the regulatory framework in Canada and PricewaterhouseCoopers’ internal procedures.

Each year, the Audit Committee conducts an assessment of the quality of services rendered, communication and performance by PricewaterhouseCoopers by LLP /s.r.l./ S.E.N.C.R.L. as auditors of Boralex.

Each year, the audit committee conducts an assessment of the quality of services, communication and performance of the auditor, in accordance with the recommendations by the Chartered Professional Accountants of Canada (CPA Canada) et the Canadian Public Accountability Board

## Fees of the Auditor

The following table lists the fees invoiced by PricewaterhouseCoopers LLP/s.r.l./S.E.N.C.R.L. over the last two financial years ended December 31<sup>st</sup>, for various services rendered to Boralex and its subsidiaries:

| (in Canadian dollars)           | 2020        | 2019        |
|---------------------------------|-------------|-------------|
| Audit fees <sup>1</sup>         | \$571,675   | \$693,250   |
| Audit-related fees <sup>2</sup> | \$1,116,500 | \$724,650   |
| Tax fees <sup>3</sup>           | —           | —           |
| Other fees <sup>4</sup>         | \$108,000   | —           |
| Total                           | \$1,796,175 | \$1,417,900 |

1 "Audit fees" consist of all fees paid for professional services rendered for the audit of the Corporation's annual consolidated financial statements and for services that are normally provided in connection with statutory and regulatory filing or engagements related to the annual consolidated financial statements, including review engagements performed on the interim consolidated financial statements of the Corporation.

2 "Audit-related fees" consist of all fees paid for professional services related to the audit of subsidiary companies, where required, specified procedures reports and other audit engagements not related to the consolidated financial statements of the Corporation.

3 "Tax fees" consist of all fees paid for professional services rendered with respect to income and sales taxes.

4 "Other fees" consist of all fees paid for translation services, advisory services and fees related to the auditor's involvement with offering documents, if any.

## Non-binding Advisory Vote on our Approach to Executive Compensation

Our compensation philosophy, policies and programs are influenced by a number of factors, such as our strategic direction, financial performance and the creation of shareholder value.

In order to fully understand our approach to executive compensation, you can read "Part 4 – Executive Compensation" beginning on page 32.

Last year, shareholders voted 97.67% in favour of our approach to executive compensation.

You will be asked to vote on the following non-binding advisory resolution:

*"BE IT RESOLVED, in an advisory capacity and without diminishing the role and responsibilities of the board of directors, that the shareholders agree to the executive compensation approach disclosed in this management information circular sent in preparation for the 2020 annual meeting of Boralex's shareholders."*

The board recommends that you vote **FOR** this resolution.

As this is an advisory vote, the results will not be binding. However, the Human Resources Committee will review and analyze the results of the vote and take them into consideration when reviewing our executive compensation philosophy, policy and program.

Information on how you can ask questions and make comments to the board and the Human Resources Committee regarding executive compensation is available on page 57.

## Renewal of the Shareholder Rights Plan

You will be asked to vote on a resolution in order to reconfirm and renew the shareholder rights plan of Boralex originally adopted by the board on March 1, 2018 and ratified by the shareholders of the Corporation at its annual and special meeting held on May 9, 2018 (the "**Rights Plan**"). A summary of the principal terms of the Rights Plan is set forth in Schedule A to this circular.

No amendments to the Rights Plan are being proposed this year. However, in order for Boralex to continue to have a rights plan in place, the Rights Plan must be reconfirmed by Independent Shareholders of Boralex every three years. Accordingly, at the meeting, shareholders will be asked to consider and, if deemed advisable, to adopt an ordinary resolution reconfirming and renewing the Rights Plan. "**Independent Shareholders**" is generally defined to mean all holders of Class A Shares of Boralex, other than an Acquiring Person or an Offeror (as such terms as defined in the Rights Plan), their affiliates and associates and persons acting jointly or in concert with an Acquiring Person or an Offeror, as well as certain employee benefit plans, stock purchase plans, deferred profit sharing plans and similar plans or trusts for the benefit of employees. To the knowledge of management, as at the date of this circular, all shareholders of the Corporation are Independent Shareholders. If the resolution is not approved by a majority of the votes cast by shareholders at the meeting, the Rights Plan and the rights thereunder will terminate at the close of business on the date of the meeting.

If approved by the shareholders at the meeting, the Rights Plan will remain in effect until the close of business on the date on which the annual meeting of the shareholders of the Corporation is held in 2024.

The board recommend that you vote **FOR** the following resolution:

*“BE IT RESOLVED THAT:*

- 1. The Rights Plan entered into between the Corporation and Computershare Investor Services Inc. on March 1, 2018, be, and it is hereby, reconfirmed and renewed; and*
- 2. Any director or officer of the Corporation be, and each is hereby, authorized and directed, for and on behalf of the Corporation, to sign and execute all documents, to conclude any agreements and to do and perform all acts and things deemed necessary or advisable in order to give effect to this resolution, including compliance with all securities laws and regulations.”*

The board is not recommending the reconfirmation and renewal of the Rights Plan in response to, or in anticipation of, any offer or take-over bid.

### **Other Matters**

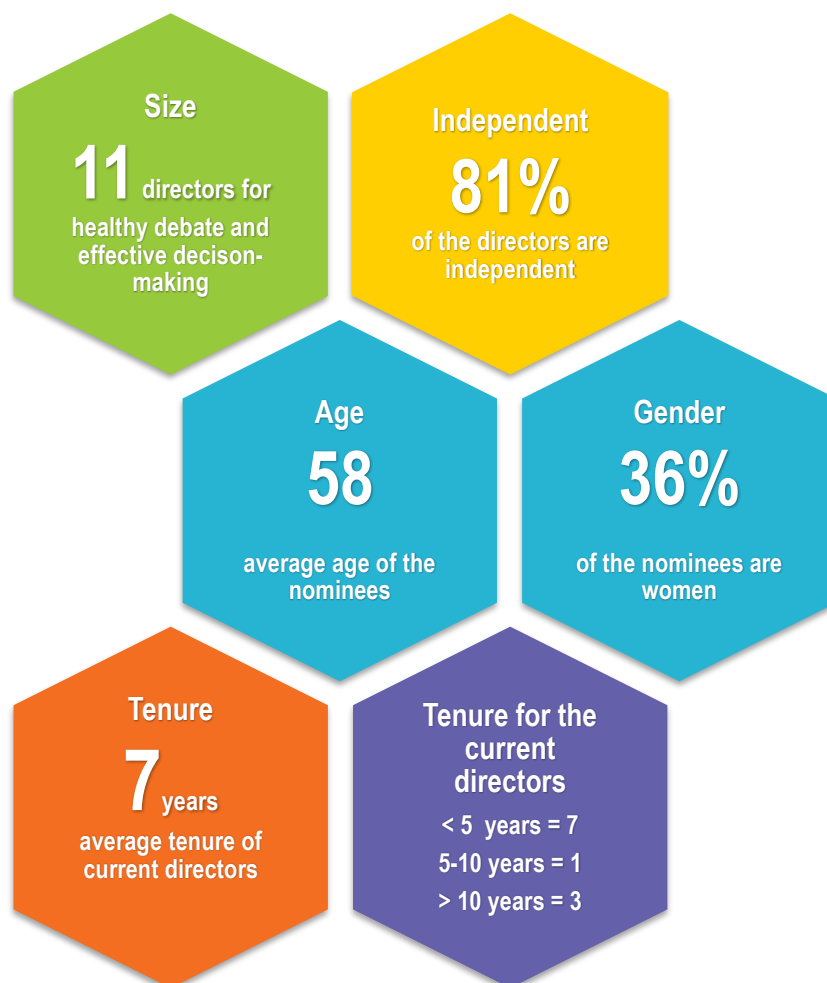
In addition, you may be asked to vote in respect of any other matter which may properly come before the meeting. As of the date of the management information circular, management is not aware of any such other matters. If, however, other matters properly come before the meeting, the persons designated in the form of proxy or voting instruction form enclosed with the Notice-and-Access Letter will vote in accordance with their judgment, pursuant to the discretionary authority conferred by the proxy with respect to such matters.

## Part 2 - Our Nominees for Election as Directors

This section contains all the information on our nominees as directors. Learn more about them before voting your shares.

This year, the board is nominating 11 candidates for election as directors for a one-year term. All nominees were elected at our 2019 annual meeting, with the exception of Mr. Patrick Decostre, who was appointed as director on December 1, 2020, and Mr. Zin Smati. After nearly 24 years of service on the board, Mr. Yves Rheault will take a well-deserved retirement effective May 5, 2021.

The nominees for election as directors have the skills and experience necessary to provide appropriate oversight and effective decision-making.



## 2.1 Highlights about the Board

### Diversity

The board believes in diversity and values the benefits it can bring to the board. In 2018, upon recommendation of the Nominating and Corporate Governance Committee, the board adopted a diversity policy.

The Nominating and Corporate Governance Committee, which is responsible for recommending to the Chairman nominees for election as directors, reviews candidates on the basis of merit, using objective criteria and taking into account the diversity and needs of the board, including gender.

36% of the nominees for election as directors are women

Any recruiting firm hired to assist the Nominating and Corporate Governance Committee in identifying candidates for election as directors will be specifically directed to include diverse candidates, including women.

### Majority Voting Policy

Shareholders can vote for, or withhold their vote from, each nominee. In an uncontested election, if a nominee standing for election as a director receives a greater number of abstentions than votes in favour of his or her election, he or she will be deemed not to have received the support of shareholders, even if legally elected, and will be required to tender his or her resignation without delay.

The Nominating and Corporate Governance Committee will review the circumstances surrounding the resignation and report to the board. The board will accept the resignation except in exceptional circumstances. The board has 90 days following the meeting to issue a press release announcing its decision or to state the reasons why the resignation has not been accepted. The director who has tendered his or her resignation will not participate in these deliberations.

The board may or may not (until the next annual meeting of shareholders) fill the vacancy on the board resulting from the resignation.

### Term Limits

Non-executive directors may serve on the board for up to 15 years, subject to a favourable annual performance assessment. This renewal mechanism ensures a balance between the benefits of experience and the contribution of new perspectives to the board, while maintaining the necessary continuity and allowing for a harmonious transition of the duties and responsibilities of the board and its committees. See page 64 for more information.

### Ownership

We require directors to hold shares or deferred share units to align their interests with those of our shareholders.

We calculate the value of the shares and deferred share units based (“**DSUs**”) on the greater of (i) the sum of the shares and deferred share units held multiplied by \$47.24, being the closing price of our share on the Toronto Stock Exchange (the “**TSX**”) on December 31, 2020, or (ii) the number of shares held on such date multiplied by the weighted average cost of such shares plus the value of the DSUs on such date.

Since 2016, directors receive at least 50% of their annual retainer in the form of deferred share units until they meet the minimum share ownership requirement, which is equivalent to three times the annual retainer

The value of each director's share ownership is set out in his or her profile which appears on the following pages.

Except for Patrick Decostre, we require that each director own shares or deferred share units with a total value equal to at least three times their annual retainer (the “**holding target**”). Mr. Decostre has separate equity ownership requirements as CEO. Since February 27, 2020, directors have five years to reach the holding target.

## 2020 Attendance

The table below shows the number of board and standing committee meetings held in 2020 and overall attendance. Quorum for board meetings is a majority of the directors and directors are expected to attend all meetings of the board and the committees they're members of, unless there are extenuating circumstances.

| Name                     | Board | Audit Committee | Nominating and Corporate Governance Committee | Environment, Health and Safety Committee | Human Resources Committee | Investment and Risk Management Committee | Total |
|--------------------------|-------|-----------------|---|--|---------------------------|--|-------|
| A. Courville             | 14/14 | 6/6             | 6/6   | –  | 6/6 <sup>3</sup>          | –  | 100%  |
| L. Croteau               | 13/14 | 6/6<br>(Chair)  | –   | –  | –                         | 6/7                                      | 92%   |
| P. Decostre <sup>1</sup> | 1/1   | –               | –   | –  | –                         | –  | 100%  |
| G. Deschamps             | 14/14 | –               | –   | 4/4                                      | –                         | 7/7                                      | 100%  |
| A. Ducharme <sup>2</sup> | 5/5   | –               | –   | 2/2                                      | 2/2                       | –  | 100%  |
| M.-C. Dumas              | 13/14 | –               | –   | 2/2 <sup>4</sup>                         | 8/8<br>(Chair)            | 7/7                                      | 96%   |
| M. Giguère               | 14/14 | –               | 6/6   | 4/4                                      | 8/8                       | –  | 100%  |
| E. H. Kernaghan          | 14/14 | 6/6             | 6/6<br>(Chair)                                | –  | –                         | –  | 100%  |
| P. Lemaire               | 14/14 | –               | –   | –  | –                         | –  | 100%  |
| Y. Rheault               | 14/14 | –               | –   | –  | 8/8                       | 7/7<br>(Chair)                           | 100%  |
| A. Rhéaume               | 14/14 | –               | –   | –  | –                         | –  | 100%  |
| D. St-Pierre             | 14/14 | 6/6             | 6/6   | 4/4<br>(Chair)                           | –                         | –  | 100%  |
| TOTAL                    | 98%   | 100%            | 100%  | 100%                                     | 100%                      | 96%                                      | 99%   |

1 Mr. Patrick Decostre was appointed as director on December 1, 2020.

2 Mr. Alain Ducharme Dumas is no longer a director since May 6, 2020.

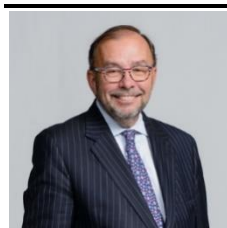
3 Mr. André Courville is a member of the Human Resources Committee since May 6, 2020.

4 Mrs. Marie-Claude Dumas is a member of the Environment, Health and Safety Committee since May 6, 2020.



## 2.2 Description of Nominees

The following table contains information as of February 28, 2021, unless otherwise indicated, regarding the nominees for election as directors. Certain information set out below with respect to nominees was unknown to the Corporation and was provided by each of the respective nominees.



**André Courville, FCPA, FCA, ICD.D**

Quebec, Canada  
Corporate Director

**Age:** 67  
**Status:** Independent  
**Director since:** 2019

**Main areas of expertise:**

- Capital Markets/Financial Reporting
- Governance
- Senior Executive Leadership of Large Organizations
- Board Experience of Large Organizations
- International Business

**Votes in favour of his election at the 2019 annual meeting:**  
**99.60%**

André Courville is a corporate director and chartered professional accountant. Previously a senior audit partner at Ernst & Young until June 30, 2014 with 37 years of experience working with Canadian, U.S. and International listed companies in various industries. From September 18, 2018 to May 1, 2019, Mr. Courville was Interim President and Chief Executive Officer of Uni-Select Inc., where he was Chairman of the board since May 2016. From 2015 to 2017, he was President and Chief Executive Officer of the Institute of Corporate Directors (Québec Chapter). Mr. Courville is also a director, Chair of the Audit and Finance Committee and member of the Executive Committee of the Montreal Heart Institute Foundation.

**ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2020<sup>2</sup>**

|   |                  |
|---|------------------|
| Board of Directors                            | 14/14            |
| Audit Committee                               | 6/6              |
| Nominating and Corporate Governance Committee | 6/6              |
| Human Resources Committee                     | 6/6 <sup>3</sup> |
| <b>Attendance rate</b>                        | <b>100%</b>      |

**OTHER PUBLIC COMPANY BOARD OF DIRECTORS**

**CURRENT BOARDS**

Not applicable

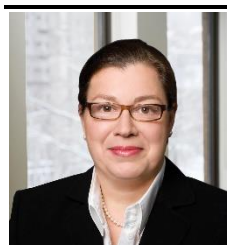
**PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)**

|                 |              |
|-----------------|--------------|
| Uni-Select Inc. | 2014 to 2019 |
|-----------------|--------------|

**SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES AS OF DECEMBER 31, 2020**

Total value at risk: \$188,819<sup>1</sup>

|                      | Number | Value (\$) |
|----------------------|--------|------------|
| Borex Class A shares | 1,190  | 56,216     |
| Borex DSUs           | 2,807  | 132,603    |



**Lise Croteau, FCPA, FCA, ASC**

Quebec, Canada  
Corporate Director

**Age:** 60  
**Status:** Independent  
**Director since:** 2018

**Main areas of expertise:**

- Renewable Energy / Engineering and Technology
- Government Relations / Environment
- Risk Management
- Senior Executive Leadership of Large Organizations
- Board Experience of Large Organizations

**Votes in favour of his election at the 2019 annual meeting:**  
**97.88%**

Lise Croteau is a corporate director. From 2015 to 2018 she was Executive Vice President and Chief Financial Officer of Hydro-Québec, having served as Interim President and Chief Executive Officer of Hydro-Québec from May to July 2015. Ms. Croteau began her career as an auditor and joined Hydro-Québec in 1986, successively holding control and financial management positions. A chartered professional accountant since 1984, Ms. Croteau holds a Bachelor's in business administration and was named Fellow of the Ordre des comptables agréés du Québec in 2008 in recognition of her exceptional contribution to the profession.

**ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2020**

|  |            |
|--|------------|
| Board of Directors                       | 13/14      |
| Audit Committee (Chair)                  | 6/6        |
| Investment and Risk Management Committee | 6/7        |
| <b>Attendance rate</b>                   | <b>92%</b> |

**OTHER PUBLIC COMPANY BOARD OF DIRECTORS**

**CURRENT BOARDS**

|               |              |
|---------------|--------------|
| Total SA      | 2019 to date |
| Quebecor Inc. | 2019 to date |

**PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)**

|                |              |
|----------------|--------------|
| TVA Group Inc. | 2018 to 2019 |
|----------------|--------------|

**SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES AS OF DECEMBER 31, 2020**

Total value at risk: \$170,536<sup>1</sup>

|                      | Number | Value (\$) |
|----------------------|--------|------------|
| Borex Class A shares | 0      | -          |
| Borex DSUs           | 3,610  | 170,536    |



**Patrick Decostre**  
Quebec, Canada  
President and Chief Executive Officer

**Age:** 48  
**Status:** Not independent  
**Director since:** 2020

**Main areas of expertise:**

- Renewable Energy / Engineering and Technology
- Project Management – Infrastructure
- Human Resources
- Risk Management
- Senior Executive Leadership of Large Organizations

**Votes in favour of his election at the 2019 annual meeting:**  
**Not applicable**

Patrick Decostre is President and Chief Executive Officer of Boralex since December 2020. He held the position of Vice President and Chief Operating Officer between July 2019 and November 2020. Prior to that, he spent nearly 18 years developing a solid foundation for Boralex in Europe, where he initiated wind power development and directed all activities of Boralex's European subsidiaries. Mr. Decostre's first position with Boralex was as Manager of Boralex S.A., a subsidiary of Boralex, in 2001 and was promoted a few years later to the position of General Manager. Mr. Decostre is an engineering physicist graduated from the École Polytechnique of Brussels, as well as a graduate of the Solvacy Business School in Brussels in business administration.

**ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2020**

|                        |                  |
|------------------------|------------------|
| Board of Directors     | 1/1 <sup>2</sup> |
| <b>Attendance rate</b> | <b>100%</b>      |

**OTHER PUBLIC COMPANY BOARD OF DIRECTORS**

**CURRENT BOARDS**

Not applicable

**PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)**

Not applicable

**SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES AS OF DECEMBER 31, 2020**

Total value at risk: \$351,985<sup>1</sup>

|                        | Number | Value (\$) |
|------------------------|--------|------------|
| Boralex Class A shares | 7,451  | 351,985    |
| Boralex DSUs           | 0      | -          |



**Ghyslain Deschamps, Eng., IAS. A**  
Quebec, Canada  
Executive Vice President, Building Division, EBC Inc.

**Age:** 54  
**Status:** Independent  
**Director since:** 2018

**Main areas of expertise:**

- Renewable Energy / Engineering and Technology
- Project Management – Infrastructure
- Governance
- Risk Management
- International Business

**Votes in favour of his election at the 2019 annual meeting:**  
**99.96%**

Ghyslain Deschamps is a business executive with over 25 years of experience in project management and business operations around the world. He currently serves as Executive Vice President, Building Division of EBC Inc., a company active in the building, civil works and mining sectors. After graduating in engineering, Mr. Deschamps held various prominent positions in Canada and abroad. He worked for Hydro-Québec, Babcock & Wilcox, SNC-Lavalin as Director, Englobe Corp. as Senior Vice-President/North America and from 2013 to 2018 as Senior Vice President/Infrastructure for the Telecon Group. He has completed leadership and min-MBA programs at McGill University.

**ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2020**

|  |             |
|--|-------------|
| Board of Directors                       | 14/14       |
| Environment, Health and Safety Committee | 4/4         |
| Investment and Risk Management Committee | 7/7         |
| <b>Attendance rate</b>                   | <b>100%</b> |

**OTHER PUBLIC COMPANY BOARD OF DIRECTORS**

**CURRENT BOARDS**

Not applicable

**PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)**

Not applicable

**SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES AS OF DECEMBER 31, 2020**

Total value at risk: \$170,536<sup>1</sup>

|                        | Number | Value (\$) |
|------------------------|--------|------------|
| Boralex Class A shares | 0      | -          |
| Boralex DSUs           | 3,610  | 170,536    |



**Marie-Claude Dumas**  
 Quebec, Canada  
 Global Director, Major Projects & Programs  
 of WSP Global and Executive Market  
 Leader Quebec

**Age:** 50  
**Status:** Independent  
**Director since:** 2019

**Main areas of expertise:**

- Renewable Energy / Engineering and Technology
- Project Management – Infrastructure
- Human Resources
- Senior Executive Leadership of Large Organizations
- International Business

**Votes in favour of her election at the 2020 annual meeting:**  
**99.58%**

Marie-Claude Dumas is a Global Director, Major Projects & Programs of WSP Global and Executive Market Leader for the Quebec since January 2020. Ms. Dumas has 25 years of experience in the field of project delivery and business management. She has worked for Nortel, Bain & Company and SNC-Lavalin. She holds a Bachelor's in Engineering and a Master's in Applied Science from École Polytechnique. She also holds a Master's of Business Administration from École des Hautes Études Commerciales de Montréal (nowadays HEC Montréal).

**ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2020**

|  |                  |
|--|------------------|
| Board of Directors                       | 13/14            |
| Human Resources Committee (Chair)        | 8/8              |
| Environment, Health and Safety Committee | 2/2 <sup>4</sup> |
| Investment and Risk Management Committee | 7/7              |
| <b>Attendance rate</b>                   | <b>96%</b>       |

**OTHER PUBLIC COMPANY BOARD OF DIRECTORS**

**CURRENT BOARDS**

Not applicable

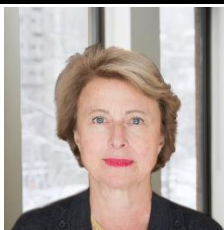
**PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)**

Not applicable

**SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES AS OF DECEMBER 31, 2020**

Total value at risk: \$292,227<sup>1</sup>

|                      | Number | Value (\$) |
|----------------------|--------|------------|
| Borex Class A shares | 4,300  | 203,132    |
| Borex DSUs           | 1,886  | 89,095     |



**Marie Giguère**  
 Quebec, Canada  
 Corporate Director

**Age:** 69  
**Status:** Independent  
**Director since:** 2017

**Main areas of expertise:**

- Capital Markets / Financial Reporting
- Human Resources
- Governance
- Risk Management
- Senior Executive Leadership of Large Organizations

**Votes in favour of her election at the 2019 annual meeting:**  
**98.84%**

Marie Giguère is a corporate director. Until 2016 she was Executive Vice President, Legal Affairs and Secretariat of the Caisse de dépôt et placement du Québec. She was a long-standing partner at Fasken Martineau LLP, where she began her career. From 1997 to 1999, she was Senior Vice President, Institutional Affairs and General Secretary of the Montreal Exchange. From 1999 to 2005, she was Senior Vice President, Chief Legal Officer and General Secretary of Molson Inc. Ms. Giguère holds a Bachelor of Civil Law from McGill University.

**ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2020**

|   |             |
|---|-------------|
| Board of Directors                            | 14/14       |
| Nominating and Corporate Governance Committee | 6/6         |
| Environment, Health and Safety Committee      | 4/4         |
| Human Resources Committee                     | 8/8         |
| <b>Attendance rate</b>                        | <b>100%</b> |

**OTHER PUBLIC COMPANY BOARD OF DIRECTORS**

**CURRENT BOARDS**

TMX Group Limited 2011 to date

**PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)**

Not applicable

**SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES AS OF DECEMBER 31, 2020**

Total value at risk: \$367,149<sup>1</sup>

|                      | Number | Value (\$) |
|----------------------|--------|------------|
| Borex Class A shares | 3,000  | 141,720    |
| Borex DSUs           | 4,772  | 225,429    |



## Edward H. Kernaghan<sup>1</sup>

Ontario, Canada  
Corporate Director

**Age:** 49  
**Status:** Independent  
**Director since:** 2006

### Main areas of expertise:

- Renewable Energy / Engineering and Technology
- Capital Markets / Financial Reporting
- Human Resources
- Governance
- Board Experience of Large Organizations

**Votes in favour of his election at the 2019 annual meeting:**  
**84.29%**

Edward H. Kernaghan holds a Master of Science degree from the University of Toronto. He is Senior Investment Advisor of Kernaghan & Partners Ltd., a brokerage firm. Mr. Kernaghan is also President of Principia Research Inc., a research and investment company, and of Kernwood Ltd., an investment holding company.

### ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2020

|   |             |
|---|-------------|
| Board of Directors                                    | 14/14       |
| Audit Committee                                       | 6/6         |
| Nominating and Corporate Governance Committee (Chair) | 6/6         |
| <b>Attendance rate</b>                                | <b>100%</b> |

### OTHER PUBLIC COMPANY BOARD OF DIRECTORS

#### CURRENT BOARDS

|                             |              |
|-----------------------------|--------------|
| Waterloo Brewing Ltd.       | 2004 to date |
| Exco Technologies Limited   | 2009 to date |
| Obsidian Energy Ltd.        | 2018 to date |
| Black Diamond Group Limited | 2018 to date |

#### PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)

|                 |              |
|-----------------|--------------|
| PFB Corporation | 2010 to 2018 |
|-----------------|--------------|

### SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES AS OF DECEMBER 31, 2020

Total value at risk: \$49,984,219<sup>1</sup>

|                      | Number                 | Value (\$) |
|----------------------|------------------------|------------|
| Borex Class A shares | 1,053,300 <sup>5</sup> | 49,757,892 |
| Borex DSUs           | 4,791                  | 226,327    |



## Patrick Lemaire

Quebec, Canada  
Corporate Director

**Age:** 57  
**Status:** Not independent  
**Director since:** 2006

### Main areas of expertise:

- Renewable Energy / Engineering and Technology
- Project Management – Infrastructure
- Human Resources
- Risk Management
- Senior Executive Leadership of Large Organizations

**Votes in favour of his election at the 2019 annual meeting:**  
**99.90%**

Patrick Lemaire is a corporate director. He was President and Chief Executive Officer of Borex from September 2006 to November 2020. He was previously Vice President and Chief Operating Officer (Containerboard) for Norampac Inc. Mr. Lemaire graduated with a degree in mechanical engineering from the Laval University (Québec).

### ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2020

|                        |             |
|------------------------|-------------|
| Board of Directors     | 14/14       |
| <b>Attendance rate</b> | <b>100%</b> |

### OTHER PUBLIC COMPANY BOARD OF DIRECTORS

#### CURRENT BOARDS

|               |              |
|---------------|--------------|
| Cascades Inc. | 2016 to date |
|---------------|--------------|

#### PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)

Not applicable

### SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES AS OF DECEMBER 31, 2020

Total value at risk: \$2,039,162<sup>1</sup>

|                      | Number | Value (\$) |
|----------------------|--------|------------|
| Borex Class A shares | 32,872 | 1,552,873  |
| Borex DSUs           | 10,294 | 486,289    |

**Alain Rhéaume**Quebec, Canada  
Corporate Director**Age:** 69**Status:** Independent**Director since:** 2010**Main areas of expertise:**

- Government Relations / Environment
- Human Resources
- Governance
- Senior Executive Leadership of Large Organizations
- Board Experience of Large Organizations

**Votes in favour of his election at the 2019 annual meeting:**  
**99.68%**

Alain Rhéaume is Co-founder and Managing Partner of Trio Capital Inc., a private investment company. He is also a corporate director. Mr. Rhéaume has been Chair of the board of directors of Boralex since March 9, 2017. He has more than 25 years of experience holding senior executive positions in the public and private sectors. In 1996, he joined Microcell Telecommunications Inc. as Chief Financial Officer. Subsequently, he held positions as President and Chief Executive Officer of Microcell PCS (2001 to 2003) and President and Chief Operating Officer of Microcell Solutions Inc. (2003 to 2004). Until June 2005, he was Executive Vice President, Rogers Wireless Inc., and President of Fido Solutions Inc. (a division of Rogers Wireless Inc.), positions to which he was named when Microcell Telecommunications Inc. was acquired by Rogers in 2004. From 1974 to 1996, he was employed by the Québec Ministry of Finance and served as Associate Deputy Minister of Finance from 1988 to 1992 and as Deputy Minister from 1992 to 1996. Mr. Rhéaume holds a licence in Administration and Business (finance and economics) from Laval University.

**ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2020**

Board of Directors 14/14

**Attendance rate** **100%****OTHER PUBLIC COMPANY BOARD OF DIRECTORS****CURRENT BOARDS**

Resolute Forest Products Inc. 2010 to date

**PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)**

SNC-Lavalin Group Inc. 2013 to 2020

**SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES AS OF DECEMBER 31, 2020**Total value at risk: \$1,048,964<sup>1</sup>

|                        | Number | Value (\$) |
|------------------------|--------|------------|
| Boralex Class A shares | 3,500  | 165,340    |
| Boralex DSU            | 18,705 | 883,624    |

**Zin Smati, Ph.D.**Texas, United States  
Corporate Director**Age:** 63**Status:** Independent**Director since:** Not applicable**Main areas of expertise:**

- Renewable Energy / Engineering and Technology
- Senior Executive Leadership of Large Organizations
- Risk Management
- Board Experience of Large Organizations
- International Business

**Votes in favour of his election at the 2019 annual meeting:**  
**Not applicable**

Mr. Smati is a corporate director and brings over 30 years of U.S. and international experience in the energy sector. He is a former President and CEO of GDF SUEZ North America, part of ENGIE, one of the world's leading energy groups where he managed, for 10 years, all energy activities (power generation, marketing and trading, retail energy, gas distribution and LNG) in the US, Canada and Mexico. He is also the former President and CEO of BP Global Power, part of BP, where he managed a worldwide power generation business. He started his career in the electricity industry in the United Kingdom. He is currently a senior advisor to EV Private Equity, a member of the board of directors of SNC-Lavalin and a member of the board of trustees of the University of Houston's Bauer College of Business. He is also the former senior advisor to LS Power (a Private Equity group), the former chairman and CEO of LifeEnergy (a portfolio energy company) and a former member of the board of directors of Gaz Metro Inc. (now Énergir). Mr. Smati holds a Ph.D., a Master of Business Administration, a Master of Science degree and a Bachelor of Engineering degree, all from U.K. universities.

**ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2020**

Not applicable

**Attendance rate****OTHER PUBLIC COMPANY BOARD OF DIRECTORS****CURRENT BOARDS**

SNC-Lavalin Group Inc. 2016 to date

**PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)**

None

**SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES AS OF DECEMBER 31, 2020**Total value at risk: \$<sup>1</sup>

|                        | Number | Value (\$) |
|------------------------|--------|------------|
| Boralex Class A shares | 0      | -          |
| Boralex DSUs           | 0      | -          |





**Dany St-Pierre, ASC**  
 Illinois, United States  
 President of Cleantech Expansion LLC

**Age:** 59  
**Status:** Independent  
**Director since:** 2016

**Main areas of expertise:**

- Renewable Energy / Engineering and Technology
- Government Relations / Environment
- Capital Markets / Financial Reporting
- Governance
- International Business

**Votes in favour of her election at the 2019 annual meeting:**  
**99.59%**

Dany St-Pierre is President of Cleantech Expansion LLC, a renewable energy consulting firm. She has 25 years of professional experience, including 15 in the energy sector in Canada, the United States and Latin America, having worked for companies like Nordex USA, Alstom Power and Siemens Power Generation. Her corporate experience includes marketing, sales, business development and mergers and acquisitions. Ms. St-Pierre earned a Bachelor's Degree in Business Administration (marketing) from Université du Québec à Trois-Rivières, and a Master's Degree in Business Administration (M.B.A.) from Laval University.

**ATTENDANCE AT BOARD AND STANDING COMMITTEE MEETINGS IN 2020**

|  |             |
|--|-------------|
| Board of Directors                               | 14/14       |
| Audit Committees                                 | 6/6         |
| Nominating and Corporate Governance Committee    | 6/6         |
| Environment, Health and Safety Committee (Chair) | 4/4         |
| <b>Attendance rate</b>                           | <b>100%</b> |

**OTHER PUBLIC COMPANY BOARD OF DIRECTORS**

**CURRENT BOARDS**

|                      |              |
|----------------------|--------------|
| Logistec Corporation | 2019 to date |
|----------------------|--------------|

**PREVIOUS BOARDS (WITHIN THE LAST FIVE YEARS)**

**SHARE OWNERSHIP AND AGGREGATE VALUE OF EQUITY SECURITIES AS OF DECEMBER 31, 2020**

Total value at risk: \$285,613<sup>1</sup>

|                      | Number | Value (\$) |
|----------------------|--------|------------|
| Borex Class A shares | 0      | -          |
| Borex DSUs           | 6,046  | 285,613    |

1 The value at risk for directors represents the total value of the Class A shares and DSU's according to the closing price of Borex's Class A shares on the Toronto Stock Exchange on December 31, 2020, i.e. \$47.24.  
 2 Mr. Patrick Decoste was elected as a director of Borex on December 1, 2020.  
 3 Mr. André Courville is a member of the Human Resources committee since May 6, 2020.  
 4 Mrs. Marie-Claude Dumas is a member of the Environment, Health and Safety Committee since May 6, 2020.  
 5 Mr. Edward H. Kernaghan holds, directly and indirectly, 530,000 Class A shares and exercises control over 523,300 Class A shares.

**Additional information about the directors**

As at the date hereof, to the Corporation's knowledge and according to the information provided by the nominees for election to the board of directors, none of the proposed nominees:

- is or has been, within ten years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation) that,
  - was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
  - was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while the proposed director was acting in the capacity as director, chief executive office or chief financial officer;
- is or was, in the past ten (10) years, a director or executive officer of a corporation that, while the 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;
- has, within the ten years before the date hereof, 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 proposed director; or
- has (i) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority; (ii) entered into a settlement agreement with a securities regulatory authority; or (iii) been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.



## Part 3 - Compensation of our directors

Our compensation is designed to:

- Attract and retain competent individuals, while taking into account the risks and responsibilities of being an effective director
- Offer competitive compensation
- Align the interests of our directors with those of our shareholders

The table on page 29 sets out the compensation paid to directors in 2020.

Directors do not receive stock options and do not participate in any non-equity compensation plans or pension plans.

Directors are required to hold shares or deferred share units having a value equal to three times their annual base fees and have five years to reach this holding target.

The table on page 30 sets out the number of shares and share units held by each director as at December 31, 2020, the corresponding dollar value and each director's status with respect to the share ownership requirement.

### Highlights in 2020

The board has made improvements to the compensation structure:

- The Human Resources Committee, in collaboration with an independent consultant, conducted a compensation review of director compensation
- A flat-fee compensation structure has been adopted
- Compensation paid to executive directors has been abolished

### Table of Contents

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| ▪ Changes in 2020 .....                          | 27 | ▪ Share-Based Awards .....        | 30 |
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### 3.1 Philosophy

Borex's compensation policy is designed to:

1. attract and retain competent individuals to serve on Borex's board and its committees, while taking into account the risks and responsibilities of being an effective director;
2. offer competitive compensation to its directors; and
3. align the interests of the directors with those of its shareholders.

The board sets the compensation of directors based on the recommendation of the Human Resources Committee. This Committee regularly reviews the compensation of directors and recommend to the board such adjustments as it considers appropriate and necessary to recognize the workload, time commitment and responsibility of the board and committee members. To that end, the Human Resources Committee analyzes compensation practices and trends.

In 2020, the Human Resources Committee undertook a review of compensation arrangements for directors, which had been last reviewed in 2018. The Human Resources Committee retained the services of Willis Towers Watson ("WTW") to provide expertise and advice on a compensation market review. For this study, the Human Resources Committee asked WTW to assess if the level and structure of the compensation policy of Borex's directors are aligned with the market practices.

### 3.2 Comparator group

WTW compared the compensation of Borex's directors to a list of 18 Canadian public companies (the "Comparator Group"), half of which represent the energy sector while the other half represent the general industry. When compared to the Comparator Group, WTW indicated that the compensation of Borex's directors is well-aligned with the market median and more than half of the companies in the Comparator Group offer a flat-fee compensation structure (no meeting fees), a practice which is observed in the market at large.

|  |   |
|--|---|
| <ul style="list-style-type: none"><li>• Algonquin Power &amp; Utilities Corp.</li><li>• AltaGas Canada Inc.</li><li>• Capital Power Corporation</li><li>• FortisAlberta Inc.</li><li>• Innergex Renewable Energy Inc.</li><li>• Newfoundland Power Inc.</li><li>• Northlands Power Inc.</li><li>• Spark Power Group Inc.</li><li>• TransAlta Renewables Inc.</li></ul> | <ul style="list-style-type: none"><li>• Altus Group Limited</li><li>• Cominar Real Estate Investment Trust</li><li>• EXFO Inc.</li><li>• Fiera Capital Corporation</li><li>• H&amp;R Real Estate Investment Trust</li><li>• Héroux-Devtek Inc.</li><li>• Richelieu Hardware Ltd.</li><li>• Stella-Jones Inc.</li><li>• Velan Inc.</li></ul> |
|--|---|

### 3.3 Changes in 2020

Following the compensation review and upon the recommendation of the Human Resources Committee, the board approved changes to the directors' compensation policy, effective as of July 1, 2020. The changes consist of the adoption of a flat-fee compensation structure. This approach is consistent with compensation trend, adds predictability of compensation, and is simpler to administer.

Thus, the fixed portion of base fees payable in the form of DSUs and meeting attendance fees have been eliminated. As a result, the board and committee retainers have been increased to compensate for the elimination of the meeting attendance fees. Directors may still elect to receive all or a portion of their board annual retainer in the form of DSUs. The attendances fees are eliminated as long as the number of meeting does not exceed the following threshold:

- 8 meetings, for the Chairman of the board
- 17 meetings, for a member sitting on 2 committees
- 21 meetings, for a member sitting on 3 committees

An attendance fee of \$1,500 is paid for each excess meeting.

In 2020, directors' compensation was moved to a "flat-fee" structure and the compensation to executive directors was eliminated

The board also approved the abolition of the compensation paid to executive directors effective January 1, 2021. It should be noted that despite his appointment as a director of the Corporation on December 1, 2020, Mr. Patrick Decostre did not receive any compensation for his position as director for the fiscal year 2020.

Boralex also reimburses directors for expenses they incur to attend board and committee meetings as well as expenses related to continuing education.

### 3.4 Compensation Levels

The following table sets forth the compensation for Boralex's directors in 2020:

| Type of compensation               | January 1 to June 30, 2020 |              | July 1 to<br>December 31, 2020 |
|------------------------------------|----------------------------|--------------|--------------------------------|
|                                    | Cash<br>(\$)               | DSUs<br>(\$) | Cash<br>(\$)                   |
| Basic annual retainer <sup>1</sup> |                            |              |                                |
| • Chair of the board               | 142,000                    | 32,000       | 185,000                        |
| • Other directors                  | 48,000                     | 7,000        | 75,000                         |
| Additional annual fees             |                            |              |                                |
| • Chair of the Audit Committee     | 12,000                     | –            | 20,000                         |
| • Chair of other committees        | 7,500                      | –            | 15,000                         |
| • Committee members                | 4,000                      | –            | 6,000                          |
| Attendance fees                    |                            |              |                                |
| • Board meetings                   | 1,500                      | –            | –                              |
| • Committee meetings               | 1,500                      | –            | –                              |

<sup>1</sup> Directors may opt to receive all or part of their basic annual cash retainer in the form of DSUs. However, a director who has not reached the holding target, provided for in the director compensation policy, is deemed to have opted to receive 50% of his or her basic annual cash retainer in the form of DSUs.

## 3.5 Summary Table of Directors' Compensation

The following table sets forth the aggregate compensation earned by non-executive directors for the financial year ended December 31, 2020:

| Name                        | Standing committees on which he or she serves   | Total compensation (\$) | Allocation of total compensation |              |
|-----------------------------|---|-------------------------|----------------------------------|--------------|
|                             |   |                         | In cash (\$)                     | In DSUs (\$) |
| André Courville             | Audit<br>Human Resources<br>Nominating and Corporate Governance                             | 111,615                 | 46,615                           | 65,000       |
| Lise Croteau                | Audit (Chair)<br>Investment and Risk Management   | 111,500                 | 77,250                           | 34,250       |
| Ghyslain Deschamps          | Environment, Health and Safety<br>Investment and Risk Management                            | 100,500                 | 66,250                           | 34,250       |
| Alain Ducharme <sup>1</sup> | Environment, Health and Safety<br>Human Resources (former Chair)                            | 36,710                  | 34,260                           | 2,450        |
| Marie-Claude Dumas          | Environment, Health and Safety<br>Human Resources (Chair)<br>Investment and Risk Management | 113,654                 | 79,404                           | 34,250       |
| Marie Giguère               | Environment, Health and Safety<br>Human Resources<br>Nominating and Corporate Governance    | 113,000                 | 78,750                           | 34,250       |
| Edward H. Kernaghan         | Audit<br>Nominating and Corporate Governance (Chair)  | 108,250                 | 104,750                          | 3,500        |
| Patrick Lemaire             | -   | 65,000                  | 46,125                           | 18,875       |
| Yves Rheault                | Human Resources<br>Investment and Risk Management (Chair)                                   | 112,750                 | 109,250                          | 3,500        |
| Alain Rhéaume               | -   | 194,500                 | 96,750                           | 97,750       |
| Dany St-Pierre              | Audit<br>Environment, Health and Safety (Chair)<br>Nominating and Corporate Governance      | 116,250                 | 82,000                           | 34,250       |
| Total                       |   | 1,183,729               | 821,404                          | 362,325      |

<sup>1</sup> Mr. Alain Ducharme is no longer a director of Boralex since May 6, 2020.

## 3.6 Shareholding Requirements

Throughout their term of office, directors must hold shares or DSUs having a value equal to three times their basic annual retainer (the “**Holding Target**”).

Under the guidelines, directors have until February 27, 2025, or within five years of taking office, to meet the Holding Target. To determine whether the shareholding target has been met for a year, the value of the shares and DSUs is calculated based on the higher of i) the sum of the shares and DSUs held multiplied by the closing price of Boralex’s Class A shares on the Toronto Stock Exchange on December 31<sup>st</sup> of the previous year, or ii) the number of shares held on such date multiplied by their weighted average cost, plus the value of the DSUs on that date.

Until this minimal requirement is reached, they must receive at least 50% of their basic annual cash retainer in the form of DSUs; nonetheless, once the minimal requirement is reached, the directors may opt to continue to receive DSUs.

50% of directors' annual retainer is paid in deferred share units until they meet their share ownership requirement

## 3.7 Share Ownership Table

The following table provides information on the number and value of Class A shares of Boralex and DSUs owned by the Corporation's current non-executive directors as at December 31, 2020, the corresponding dollar value on said date and their status with regard to shareholding requirement on such date:

| Name of director    | Number of Class A shares owned, controlled or directed | Number of DSUs held | Total number of Class A shares and DSUs | Total value at risk <sup>1</sup> (\$) | Shareholding requirement (\$) | Requirement met |
|---------------------|--|---------------------|---|---------------------------------------|-------------------------------|-----------------|
| André Courville     | 1,190  | 2,807               | 3,997                                   | 188,818                               | 225,000                       | Pending         |
| Lise Croteau        | 0  | 3,610               | 3,610                                   | 170,536                               | 225,000                       | Pending         |
| Ghyslain Deschamps  | 0  | 3,610               | 3,610                                   | 170,536                               | 225,000                       | Pending         |
| Marie-Claude Dumas  | 4,300  | 1,886               | 6,186                                   | 292,227                               | 225,000                       | Met             |
| Marie Giguère       | 3,000  | 4,772               | 7,772                                   | 367,149                               | 225,000                       | Met             |
| Edward H. Kernaghan | 530,000 <sup>2</sup>                                   | 4,791               | 534,791                                 | 25,263,527                            | 225,000                       | Met             |
| Patrick Lemaire     | 32,872   | 10,294              | 43,166                                  | 2,039,162                             | 225,000                       | Met             |
| Yves Rheault        | 3,113  | 3,536               | 6,649                                   | 314,099                               | 225,000                       | Met             |
| Alain Rhéaume       | 3,500  | 18,705              | 22,205                                  | 1,048,964                             | 555,000                       | Met             |
| Dany St-Pierre      | 0  | 6,046               | 6,046                                   | 285,613                               | 225,000                       | Met             |

1 The total value corresponds to the product obtained by multiplying the number of Boralex Class A shares and DSUs held by each director as at December 31, 2020 by the closing price of Boralex's Class A shares at the close of business on such date, i.e., \$47.24.

2 This number excludes the 523,300 Class A shares over which Mr. Kernaghan exercises control.

## 3.8 Share-Based Awards

The following table sets out the details on outstanding DSUs for Boralex non-executive directors who served on the board during the fiscal year ended December 31, 2020, including DSUs granted in 2020.

| Name of director            | Share-based awards (DSUs) – Value vested during fiscal year |  |        |   |        | DSUs outstanding as at Dec. 31, 2020<br>(number of DSUs) |
|-----------------------------|---|--|--------|---|--------|--|
|                             | DSUs outstanding as at Dec. 31, 2019<br>(number of DSUs)    | Director compensation paid in DSUs in 2020 |        | Credit equivalent to a dividend in the form of DSUs granted in 2020 |        |  |
|                             |   | (number of DSUs)                           | (\$)   | (number of DSUs)  | (\$)   |  |
| André Courville             | 813   | 1,962                                      | 65,000 | 32  | 1,064  | 2,807  |
| Lise Croteau                | 2,501   | 1,047                                      | 34,250 | 62  | 1,955  | 3,610  |
| Ghyslain Deschamps          | 2,501   | 1,047                                      | 34,250 | 62  | 1,955  | 3,610  |
| Alain Ducharme <sup>1</sup> | 5,789   | 98   | 2,450  | 36  | 955    | 0  |
| Marie-Claude Dumas          | 813   | 1,047                                      | 34,250 | 26  | 831    | 1,886  |
| Marie Giguère               | 3,639   | 1,047                                      | 34,250 | 86  | 2,712  | 4,772  |
| Edward H. Kernaghan         | 4,560   | 132  | 3,500  | 99  | 3,092  | 4,791  |
| Patrick Lemaire             | 9,496   | 590  | 18,875 | 208   | 6,496  | 10,294   |
| Yves Rheault                | 3,331   | 132  | 3,500  | 73  | 2,274  | 3,536  |
| Alain Rhéaume               | 15,270  | 3,082                                      | 97,750 | 353   | 11,093 | 18,705   |
| Dany St-Pierre              | 4,887   | 1,047                                      | 34,250 | 113   | 3,543  | 6,046  |

1 Mr. Alain Ducharme is no longer a director of Boralex since May 6, 2020.

### 3.9 Deferred Share Unit Plan

The Deferred Share Unit Plan (the “**DSU Plan**”) was established in 2016 to further align the interests of the Corporation’s directors with those of its shareholders. The DSU Plan was amended in 2017 to also allow the granting of DSUs to executive officers of the Corporation. In 2020, the DSU Plan was further amended to:

1. Credit DSUs each financial quarter instead of each fiscal year;
2. Specify the mechanism by which executive officers may elect to receive a portion of their compensation in the form of DSUs or DSUs-P. See Section “Deferred Share Unit Plan”, on page 42 for more details.

The main terms and conditions of the DSU Plan for the directors are as follows:

|                       |   |
|-----------------------|---|
| Eligible participants | <ul style="list-style-type: none"> <li>• enable directors to opt to receive all or part of their basic annual cash retainer in the form of DSUs (the “<b>eligible compensation</b>”) subject to a share ownership requirement (3 times the basic annual retainer).</li> </ul>   |
| DSU account credit    | <ul style="list-style-type: none"> <li>• the number of DSUs credited to the account is calculated by dividing the amount of the eligible compensation by the average closing price of the Class A shares on the Toronto Stock Exchange for the five trading days preceding each financial quarter.</li> <li>• DSUs granted to a director are credited to his or her DSU account.</li> <li>• additional DSUs having a value equal to the dividends paid on the Corporation’s Class A shares are credited to the director account.</li> </ul> |
| Settlement of DSUs    | <ul style="list-style-type: none"> <li>• DSUs are settled after the date on which the participant ceases to be a director of the Corporation for any reason whatsoever, including retirement or death (the “<b>termination date</b>”).</li> <li>• the settlement of DSUs is equal to the average closing price of the Class A shares on the Toronto Stock Exchange for the five days preceding the termination date.</li> </ul>   |



## Part 4 - Executive Compensation

We are aligning our executive compensation practices with the interests of our shareholders

This section describes our compensation philosophy, policies and programs and details the compensation earned in 2020 for our President and Chief Executive Officer, our Vice President and Chief Financial Officer and the three other most highly compensated executive officers. The compensation earned by the named executive officers for the year 2020 is shown in the table on page 46.

In line with our compensation philosophy, our programs are designed to reward our executives for achieving our short and medium-term strategic objectives and maintaining long-term growth. A large portion of our executive compensation is variable and depends on the performance of our share price.

### What's new in 2020

Several improvements have been made in 2020 regarding compensation:

- Establishment of a new comparator group
- Higher weighting was given to performance share units and, consequently, slower weighting was given to stock options
- Higher shareholding requirements
- Amendment to the DSU Plan to allow participation of the executive officers
- Implementation of process allowing executive officers to elect to receive all or a portion of their annual bonus and performance share units in the form of deferred share units
- Adoption of a restricted share unit plan

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## 4.1 Our Compensation Philosophy

Our compensation philosophy is influenced by a number of factors such as business strategy, financial performance and the creation of shareholders value. It aims to achieve four key objectives:

- attract and retain qualified individuals;
- align total compensation with the interests of our shareholders;
- promote an entrepreneurial culture that rewards superior performance; and
- promote the achievement and the exceeding of our objectives by promoting teamwork and long-term commitment.

These objectives guided the development of a compensation structure for executive officers that includes fixed and variable components:

- base salary;
- a non-equity incentive – consisting of a cash bonus linked to the achievement of a financial objective and corporate objectives;
- an equity incentive – comprised of stock options, performance share units, restricted share units and differed share units; and
- other elements of compensation – consisting of benefits, perquisites and retirement benefits.

The compensation structure favours variable components tied to performance as they are generally more important than base salary. Each year, the Human Resources Committee reviews the relevance of each component and the desired market positioning in terms of annual cash compensation and makes recommendations to the board in light of our financial performance, individual performance, skills and succession.

To reach our objectives, the following three key compensation elements are used:

|                                   | Type of compensation | Main objective   | What does the compensation element reward?   | How is the amount determined?  | How does the compensation element fit with the strategic vision?  | Payment form   |
|-----------------------------------|----------------------|--|--|--|---|--|
| <b>Annual base salary</b>         | Fixed                | Provide a market-competitive fixed compensation rate   | The scope and responsibilities of the position as well as the specific skills required to fulfill them | It is determined, in consultation with an independent compensation consultant, at the median of the Corporation's comparator group for equivalent positions and similar experience | It is established to attract qualified executive officers who can enable the Corporation to achieve its strategic objectives  | Cash   |
| <b>Short-term incentive bonus</b> | Variable             | Promote a culture of excellence and reward the achievement of financial and corporate goals and objectives | Achieving and surpassing yearly objectives   | Incentive awards are based on financial performance and the strategic plan to align total compensation with the interests of the Corporation and its shareholders.                 | It rewards the achievement and encourages the surpassing of annual objectives that are in line with the Corporation's strategic plan and retains members of senior management   |  |
| <b>Long-term incentive plan</b>   |                      | Align the long-term interests of executive officers with those of the shareholders                         | Creating shareholder value   |  | Promotes attraction and retention of competent executive officers while rewarding for creation of long-term value for the shareholders derived from the successful implementation and execution of the Corporation's strategic plan | Stock Options<br>Performance Share Units<br>Restricted Share Units<br>Differed Share Units |

## 4.2 The Decision-Making Process

The compensation of executive officers is determined based on our compensation policy, market data and the recommendations of the Human Resources Committee. Our objective is to provide competitive total compensation to attract and retain qualified individuals. The compensation policy has been developed to recognize and encourage the contribution of each individual to the creation of value for our shareholders and reward individual performance, while taking into account our strategy and financial performance.

Executive compensation is composed of fixed and variable components and focuses on variable performance based components, such as short-term incentive bonus and the granting of stock options, performance share units or restricted share units. Total compensation is benchmarked against a comparator group. Our compensation philosophy targets total compensation, including base salary, at the median (50<sup>th</sup> percentile) to remain market competitive. However, total compensation may exceed the median of the companies of the comparator group if our financial performance and corporate objectives are met or exceeded.

The Human Resources Committee is responsible for the annual review of the compensation of the executive officers. The President and Chief Executive Officer recommends the compensation of executive officers, except for his own compensation. The Human Resources Committee recommends to the board the compensation of the executive officers, including that of the President and Chief Executive Officer. The Human Resources Committee considers market data in evaluating the recommendations of the President and Chief Executive Officer and in making its own recommendations to the board. Comparative data are used as a guideline. The Human Resources Committee and the board consider a number of other factors deemed relevant in the decision-making process.

The compensation of executive officers is approved by the board, which has the discretion to increase or decrease an award or payment.

## 4.3 Highlights

The board strives to meet compensation standards by monitoring, with the assistance of the Human Resources Committee, changes in compensation practices and legal and regulatory requirements and by regularly evaluating our compensation policies and practices. The important elements of compensation are as follows:

|   |
|---|
| <b>Compensation aligned with long-term shareholder value</b>  |
| <ul style="list-style-type: none"> <li>✓ A portion of executive compensation is directly affected by our share price</li> <li>✓ Performance share units vest and pay out based on our TSR compared to that of our peers</li> <li>✓ The annual incentive plan incorporated measures tied to our financial performance and the execution of our strategic plan</li> <li>✓ Equity ownership guidelines, clawback provisions, stock option exercise restrictions and our code of ethics discourage executives from taking undue risk</li> </ul> |
| <b>Compensation aligned with our strategic plan</b>   |
| <ul style="list-style-type: none"> <li>✓ Incentive compensation is linked to the achievement of financial and individual objectives that are directly related to our strategic plan</li> <li>✓ Performance measures are tied directly to our strategic plan and shareholder value</li> </ul>  |
| <b>Benchmarking of compensation against a comparator group</b>  |
| <ul style="list-style-type: none"> <li>✓ Executive compensation is benchmarked against that of a comparator group</li> </ul>  |
| <b>Compensation aligned with good governance practices</b>  |
| <ul style="list-style-type: none"> <li>✓ Human Resources Committee can get independent advice</li> <li>✓ Shareholders have a say on executive pay</li> </ul>  |
| <b>Compensation aligned with risk management objectives</b>   |
| <ul style="list-style-type: none"> <li>✓ Executive compensation clawed back in the event of gross or willful misconduct or fraud and the restatement of all or part of the financial statements having an impact on the bonus paid or incentive compensation awarded</li> <li>✓ No repricing or backdating of stock options</li> <li>✓ No hedging or monetizing of equity awards</li> <li>✓ No severance of more than two years on termination following a change in control</li> <li>✓ No single-trigger change in control</li> </ul>      |

## 4.4 Risks Associated with Compensation

The Human Resources Committee considers the application of the executive officers' compensation policy on an annual basis to ensure that it continues to advance its objectives. Risks related to compensation and incentive plans are reviewed and assessed to ensure that our compensation plans include the appropriate incentives without encouraging risk-taking that might have a material adverse effect on Boralex. The Human Resources Committee has not identified any material risks stemming from our compensation policies or practices that are reasonably likely to have a material adverse effect on Boralex.

The following table provides an overview of the Corporation's policies on compensation-related risk management.

| What we do       |   |
|------------------|---|
| ✓                | We cap short-term and long-term incentive payments of executive officers to prevent exorbitant compensation levels.   |
| ✓                | We do not make any compensation-related exception for named executive officers without specific board approval.   |
| ✓                | We offer a compensation program that prioritizes performance, with the majority of the total target compensation of named executive officers being at risk and closely tied to the Corporation's performance.   |
| ✓                | We retain, as required, the services of external independent compensation consultants to evaluate our named executive officers' compensation program in order to ensure that they are in line with the shareholders' and the Corporation's objectives, best practices and principles of governance.   |
| ✓                | We ensure that the Human Resources Committee is composed solely of independent directors so as to avoid compensation-related conflicts of interest.   |
| What we don't do |   |
| ✗                | We do not guarantee the payment of variable incentive bonus.  |
| ✗                | We do not pay incentives awards that are not proportional to performance results. The board and the Human Resources Committee have discretionary powers to modify incentive payments where warranted by unforeseen circumstances.   |
| ✗                | We do not offer executive officers a single trigger indemnity in case of a change in control.   |
| ✗                | We do not issue stock options at a price below the share price and we do not allow the price of options to be reduced or options to be exchanged for options having a lower exercise price.   |
| ✗                | We do not allow insiders, including directors and executive officers, to hedge against the economic risk associated with the Corporation's securities. Pursuant to this policy, directors, management and staff cannot hedge or take a similar offsetting position on the securities of Boralex. This ban covers all forms of derivatives like variable prepaid forward contracts, equity swaps, collars or exchange-traded fund units that are designed to protect against a decrease in the market value of equity securities granted as compensation or directly or indirectly held. |

## 4.5 Compensation Governance

### Human Resources Committee

The Human Resources Committee is composed of four independent directors. In 2020, the members of the committee were Alain Ducharme (until May 6, 2020), Yves Rheault, Marie-Claude Dumas, Marie Giguère and André Courville. Alain Ducharme assumed the chairmanship of the committee until his retirement on May 6, 2020 and Marie-Claude Dumas succeeded him. No officer sits on the Committee.

The board believes that all the members of the committee have the relevant experience to fully assume the responsibilities related to compensation of executive officers and the skills and experience required to make sound decisions regarding our compensation policies and practices.

- Ms. Marie-Claude Dumas has 25 years of experience in project execution and business management. From 2015 to 2017, she held the position of Executive Vice-President Human Resources at SNC-Lavalin where she acquired experience in the design and implementation of compensation plans and performance objectives, including executive compensation and succession planning. In addition, she holds a bachelor's degree in engineering and a master's degree in applied sciences from École Polytechnique as well as a master's degree in business administration (MBA) from the École of the Hautes Études Commerciales de Montréal (nowadays HEC Montréal).
- Mr. Yves Rheault has held various executive positions in corporations or organizations and, as a result, has developed and implemented compensation policies and practices. In particular, he served as chair of the board of directors of Gaz Métro (nowadays Energir) for eight years. During his career, he served on the compensation committee of private companies having to deal with the same issues as Boralex with respect to compensation. He currently chairs the Human Resources Committee of Hydrosolution Ltd.

- Ms. Marie Giguère was, until 2016, Executive Vice-President, Legal Affairs and Secretariat of the Caisse de dépôt et placement du Québec. She began her career at Fasken Martineau S.E.N.C.R.L., s.r.l., where she was a partner for many years. Subsequently, she was Executive Vice-President, Institutional Affairs and General Secretary of the Montreal Exchange from 1997 to 1999 and then Executive Vice-President, Chief Legal Officer and Secretary of Molson inc. from 1999 to 2005. In her roles as manager and administrator, she was called upon to collaborate closely with the board of directors, the Chief Executive Officer and the Chief of Human Resources which allowed her to acquire experience in supervision of human resources issues. She currently sits on the human resources committee of TMX Group Limited. Ms. Giguère holds a bachelor's degree in civil law from McGill University.
- Mr André Courville is a corporate director and chartered professional accountant. Previously a senior audit partner at Ernst & Young until June 30, 2014 with 37 years of experience working with Canadian, U.S. and International listed companies in various industries. From September 18, 2018 to May 1, 2019, Mr. Courville was Interim President and Chief Executive Officer of Uni-Select Inc., where he was Chairman of the board since May 2016. From 2015 to 2017, he was President and Chief Executive Officer of the Institute of Corporate Directors (Québec Chapter).

The table below shows the mix of expertise of the members of the Human Resources Committee and highlights their key competencies related to compensation and human resources:

| Name               | CEO/EVP/<br>Head of HR of<br>other<br>corporations | Member/<br>Chair of the HR<br>Committee | Drafting/revision<br>of<br>compensation<br>contracts | Leadership and<br>succession<br>planning | Incentive plans | Financial<br>analysis and<br>compensation<br>market analysis | Negotiation of<br>employment<br>conditions |
|--------------------|--|---|--|--|-----------------|--|--|
| Yves Rheault       | √  | √                                       | √  | √  | √               | √  | √  |
| Marie-Claude Dumas | √  | √                                       | √  | √  | √               | √  | √  |
| Marie Giguère      |  | √                                       | √  | √  | √               |  | √  |
| André Courville    | √  | √                                       | √  | √  | √               | √  | √  |

## Mandate of the Human Resources Committee

The Human Resources Committee's responsibilities include the following:

- review the Corporation's compensation policy and make recommendations to the board with respect to different compensation mechanisms;
- review the conditions for eligibility and the exercise of options or share units granted in accordance with the terms and conditions of the Corporation's incentive compensation plans;
- assess the performance of the President and Chief Executive Officer and review the assessment of the performance of executive officers and their eligibility for certain incentive plans;
- make recommendations to the board regarding the compensation of executive officers;
- review the organizational structure of executive officers of the Corporation and ensure that adequate succession plan mechanisms exist.
- review the compensation of directors and make recommendations to the board in this regard;
- supervise the identification of the risks related to the Corporation's compensation practices and policies and ensure the implementation of practices to manage such risks in order to mitigate them.

The Human Resources Committee meets at least four times a year. Meetings are held at the request of the chair of the committee, one of its members or the President and Chief Executive Officer. The members meet before or after each meeting of the committee without the presence of senior management. In 2020, the Human Resources Committee held 7 meetings.

At any time, the Human Resources Committee may retain independent advisors to receive advice on executive compensation or succession planning, and Boralex pays for the cost of these services.

## Compensation Consultants

The management retains the services of advisors to assist in determining management's proposed compensation. The compensation levels for the year 2020 were supported by the recommendations of an analysis performed by Willis Tower Watson ("WTW"), which was hired by the management.

The Human Resources Committee may also retain independent compensation advisors to receive advice on management's proposals regarding executive compensation. In 2020, the Human Resources Committee has not retained the services of independent advisors. Even if WTW was retained by the management, the Human Resources Committee have held a number of discussions with WTW, with or without members of the management.

In 2019, at the request of the Human Resources Committee, management used a combination of data from a study conducted by the consulting firm PCI-Perrault Conseil ("PCI") and data from a study conducted by Hugessen Consulting Inc. ("Hugessen").

The services of WTW were originally retained by the management in September 2019, the services of PCI were originally retained in 2011 and the services of Hugessen were originally retained in November 2018.

There is no policy requiring the board or the Human Resources Committee to pre-approve other services provided by compensation advisors to the Corporation, or any of its affiliates, at the request of management.

## Executive Compensation-Related Fees

The tables below provide an overview of the total fees paid to compensation advisors for services rendered in 2020 and 2019.

### WTW

| (in Canadian dollars)  | 2020      | 2019      |
|--|-----------|-----------|
| Fees for services related to director or executive officer compensation <sup>1</sup> | \$252,429 | \$93,300  |
| All other fees <sup>2</sup>  | \$145,919 | 32,252    |
| Total  | \$398,348 | \$125,552 |

1 Includes the cost of setting up the new Long-Term Incentive Plan (presentations, letters to participants, simulations, etc.).

2 Includes the costs of developing the Long-Term Incentive Plan for the management team members (other than the executive officers).

### PCI

| (in Canadian dollars)   | 2020    | 2019     |
|---|---------|----------|
| Fees for services related to director or executive officer compensation | –       | \$29,441 |
| All other fees <sup>1</sup>   | \$6,226 | \$20,503 |
| Total   | \$6,226 | \$49,944 |

1 All other fees were paid for services to analyze the salary structure of employees (other than executive officers) and various support.

### Hugessen Consulting

| (in Canadian dollars)  | 2020     | 2019     |
|--|----------|----------|
| Fees for services related to director and executive officer compensation | \$18,598 | \$34,431 |
| All other fees   | –        | –        |
| Total  | \$18,598 | \$34,431 |

## Benchmarking against Comparator Groups

The compensation levels for the named executive officers are set using the comparator groups that the Human Resources Committee considered appropriate given the level and nature of the positions in relation to the market positioning.

In 2020, the Human Resources Committee benefited from WTW's review and analysis of the then current compensation of the executive officers compared to a comparator group. It this ensured that the compensation plans are competitive and reflect the market practices as well as Boralex's competitive environment, while being motivating and engaging for the executive officers in the current business environment.

WTW developed comparator groups to benchmark the compensation of each executive officers. The comparator groups captures a balanced representation of (i) the energy sector (excluding oil and gas companies) that represents the market against which Boralex competes for business as well as for energy-specific executive talents, and (ii) a broader industry made up of a diversified group of companies which captures the potential recruitment market for corporate functions.



The following 25 companies, half of which represent the energy sector while the other half represent the general industry, form the new comparator group for named executive officers in Canada.

|                                     |  |
|-------------------------------------|--|
| • Algonquin Power & Utilities Corp. | • Altus Group Limited                  |
| • AltaGas Canada Inc.               | • Cominar Real Estate Investment Trust |
| • Capital Power Corporation         | • EXFO Inc.                            |
| • Corix Utilities, Inc.             | • Fiera Capital Corporation            |
| • EDF Renewables Inc.               | • GL&V Canada Inc.                     |
| • FortisAlberta Inc.                | • H&R Real Estate Investment Trust     |
| • GE renewable Energy               | • Héroux-Devtek Inc.                   |
| • Innergex Renewable Energy Inc.    | • Premier Tech Ltd.                    |
| • Newfoundland Power Inc.           | • Richelieu Hardware Ltd.              |
| • Northland Power Inc.              | • Sanimax Industries Inc.              |
| • Spark Power Group Inc.            | • Stella-Jones Inc.                    |
| • TransAlta Renewables Inc.         | • The CSL Group Inc.                   |
|                                     | • Velan Inc.                           |

The following 19 companies, half of which are French Energy companies while the other half represent foreign organizations operating in France in the energy and natural resources sector, form the new comparator group for the named executive officers in France.

|                  |                            |
|------------------|----------------------------|
| • Engie          | • Avery Dennison           |
| • EDF Renewables | • Baker Hugues             |
| • Ideol          | • BP                       |
| • Naval Energies | • Chemours Company         |
| • Orano          | • Ecolab                   |
| • TechnipFMC     | • GCP Applied Technologies |
| • Total          | • General Electric         |
| • Vinci          | • Honeywell                |
| • Volitalia      | • Thyssenkrupp             |
|                  | • Watts Water Technologies |

## 4.6 Compensation Discussion and Analysis

### Named executive officers

In 2020, the named executive officers were:

| Name                          | Position   |
|-------------------------------|--|
| Patrick Decostre <sup>1</sup> | President and Chief Executive Officer                            |
| Bruno Guilmette               | Vice President and Chief Financial Officer                       |
| Patrick Lemaire <sup>2</sup>  | Executive Advisor (former President and Chief Executive Officer) |
| Hugues Girardin               | Vice President, Development                                      |
| Nicolas Wolff                 | Vice President and General Manager Boralex, Europe               |
| Pascal Hurtubise              | Vice President, Chief Legal Officer and Corporate Secretary      |

<sup>1</sup> Mr. Patrick Decostre was appointed President and Chief Executive Officer on December 1, 2020. From January 1 to November 30, 2020 he held the position of Vice President and Chief Operating Officer. His target bonus and the weighting of objectives remained the same for the year 2020.

<sup>2</sup> Mr. Patrick Lemaire was appointed Executive Advisor on December 1, 2020. From January 1 to November 30, 2020, he held the position of President and Chief Executive Officer.

### Compensation of Named Executive Officers

#### Base Salary

The base salary of each named executive officer of the Corporation is established according to the level of responsibility compared to other positions within the Corporation, his or her skills or relevant experience, and in relation to the base salary paid by the companies of the comparator group. The base salary is determined in reference with the median of the comparator group but may vary according to the executive's performance, autonomy, contribution and expertise. With the exception of the Vice-President, Chief Legal Officer and Corporate Secretary whose base salary was found below the market median, the base salary of the named executive officers increased between 3% and 5% during the year 2020.

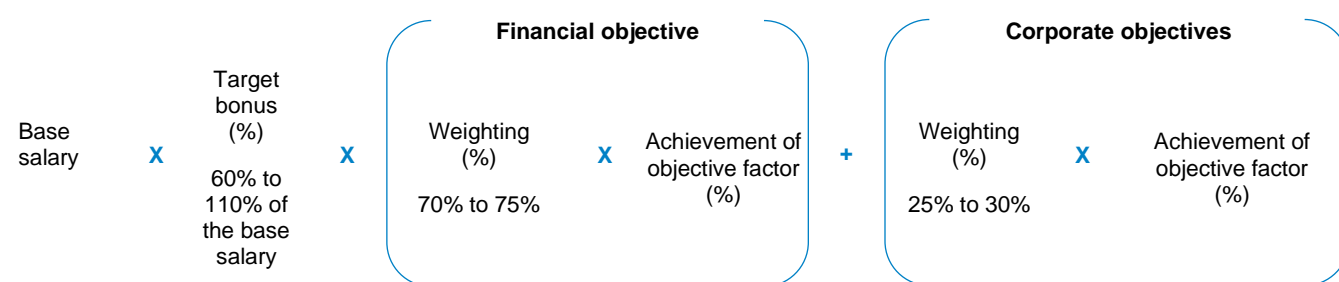
## Non-Equity Incentives

The short-term incentive plan is based on Boralex’s ability to generate free cash flow (“FCF”), vital to its growth. The FCF used for the purpose of the short-term incentive plan is defined as the EBITDA to which the development costs are added, minus (a) debt service (principal and interest) and (b) non-material amounts which are adjustments required to take into account the Corporation structure or non-recurring items. If actual FCF at the end of any year exceeds the target, it becomes the FCF target for the following year.

The bonus payable to the named executive officers under this plan is based on (i) the achievement of Boralex’s annual target of FCF per share issued and outstanding, and (ii) corporate objectives determined by the President and Chief Executive Officer and approved by the board upon recommendation of the Human Resources Committee.

The target bonus is determined using a percentage of the base salary, which percentage depends upon the named executive officers’ position. This target bonus is then weighted between the financial objective and the corporate objectives. The maximum payout is 200% of the target bonus. No bonus is paid to any named executive officer should the achievement of the financial objective, being the target FCF per share, is less than 50%, regardless whether the corporate objectives were met or not.

The bonus is calculated as follows:



In 2020, the target bonus was established between 60% and 110% of the base salary of named executive officers, as the case may be, and the weighting of the bonus was established between 70% and 75% depending on the achievement of the financial objective and between 25% and 30% depending on the achievement of the corporate objectives, as the case may be.

The target bonus and the weighting of objectives established in 2020 for the named executive officers are described in the following table:

| Name                          | Position   | Target Bonus (as a % of base salary) | Weighting           |                               |
|-------------------------------|--|--------------------------------------|---------------------|-------------------------------|
|                               |  |                                      | Financial objective | Individual or Team Objectives |
| Patrick Decostre <sup>1</sup> | President and Chief Executive Officer                            | 80%                                  | 75%                 | 25%                           |
| Bruno Guilmette               | Vice President and Chief Financial Officer                       | 75%                                  | 75%                 | 25%                           |
| Patrick Lemaire <sup>2</sup>  | Executive Advisor (former President and Chief Executive Officer) | 110%                                 | 70%                 | 30%                           |
| Nicolas Wolff                 | Vice President and General Manager Boralex, Europe               | 70%                                  | 75%                 | 25%                           |
| Hugues Girardin               | Vice President, Development                                      | 70%                                  | 75%                 | 25%                           |
| Pascal Hurtubise              | Vice President, Chief Legal Officer and Corporate Secretary      | 60%                                  | 75%                 | 25%                           |

1 Mr. Patrick Decostre was appointed President and Chief Executive Officer on December 1, 2020. From January 1 to November 30, 2020 he held the position of Vice President and Chief Operating Officer. His target bonus and the weighting of objectives remained the same for the year 2020.

2 Mr. Patrick Lemaire was appointed Executive Advisor on December 1, 2020. From January 1 to November 30, 2020, he held the position of President and Chief Executive Officer.

The 2020 objectives under the plan were as follows:

**1. Financial objective:** The percentage of the bonus was tied to achieving Boralex’s annual target of FCF per share issued and outstanding, being \$1.69 per share. After reviewing Boralex’s annual financial results, the board determined that the financial objective achieved a level equal to 113%. The notion of “free cash flow” does not have a standard meaning according to the International Financial Reporting Standards (“IFRS”) and should not be considered as a more significant measure than the financial performance measures recommended by the IFRS or as a measure capable of replacing it. The Corporation only uses the aforementioned free cash flow data in its financial decisions related to compensation as indicated above.

**2. Corporate objectives:** The corporate objectives are set to establish qualitative and quantitative elements to achieve the short and long-term objectives of the Corporation. The corporate objectives for this year were established to motivate management to focus on the execution of the strategic plan, the short-term and long-term growth, the integration, actual financial and operational performance of assets recently commissioned or acquired, and human capital management.

The corporate objectives are set as an incentive for the named executive officers to overachieve and fulfill more than the expected responsibilities and duties inherent in their positions. The performance percentage of each named executive officer is based on an individual assessment, reviewed and approved by the Human Resources Committee. Specific corporate objectives cannot be disclosed because disclosure would be detrimental to the competitive position of the Corporation or interfere significantly with ongoing or future negotiations concerning contracts or tenders, given their relationships with the Corporation's strategies, its market share, jurisdictions in which it aims to grow and the development budgets of the Corporation.

Moreover, the Human Resources Committee can recommend to the board, at its discretion, a level of payment that differs from the one suggested by quantitative results to reflect unforeseen events or non-recurring events and to ensure that the payment is, in its opinion, appropriate compared to the actual performance.

At the end of the year, the President and Chief Executive Officer determined and presented to the Human Resources Committee the achievement of financial and corporate objectives. After its review, the Human Resources Committee determined that the objectives of each member of the named executive officers were achieved in the following proportion:

| Name             | Position  | Achievement of objectives (%) <sup>1</sup> |                      |
|------------------|---|--|----------------------|
|                  |   | Financial objective                        | Corporate Objectives |
| Patrick Decostre | President and Chief Executive Officer <sup>1</sup>          | 113%                                       | 132%                 |
| Bruno Guilmette  | Vice President and Chief Financial Officer                  | 113%                                       | 145%                 |
| Patrick Lemaire  | Executive Advisor <sup>2</sup>                              | 113%                                       | 126%                 |
| Nicolas Wolff    | Vice President and General Manager Boralex, Europe          | 113%                                       | 133%                 |
| Hugues Girardin  | Vice President, Development                                 | 113%                                       | 148%                 |
| Pascal Hurtubise | Vice President, Chief Legal Officer and Corporate Secretary | 113%                                       | 129%                 |

1 Mr. Patrick Decostre was appointed President and Chief Executive Officer on December 1, 2020. From January 1 to November 30, 2020 he held the position of Vice President and Chief Operating Officer. His target bonus and the weighting of objectives remained the same for the year 2020.

2 Mr. Patrick Lemaire was appointed Executive Advisor on December 1, 2020. From January 1 to November 30, 2020, he held the position of President and Chief Executive Officer.

## Long-Term Incentive Plan

The Corporation's long-term incentive plan (the "**Long-Term Incentive Plan**") forming part of the named executive officers' compensation policy is designed to:

- recognize and reward efforts, performance and loyalty;
- recognize and reward the impact of long-term strategic actions undertaken by management;
- align the interests of the Corporation's key employees and its shareholders;
- ensure that management focuses on developing and implementing the continuing growth strategy of the Corporation; and
- promote the retention of key management personnel.

The Long-Term Incentive Plan provides for the grant of stock options and performance share units. Boralex' stock option plan was set up in 1996 and allows the board to grant executive officers and key employees of the Corporation and its subsidiaries, options to purchase Class A shares of the Corporation ("**options**" or "**stock options**"). At its meeting on March 2, 2017, in accordance with the recommendation of its Human Resources Committee, Boralex's board of directors resolved to change the name of the option plan to the "Long-Term Incentive Plan" and other amendments to reflect the creation of performance share units ("**PSUs**") which will be governed by the same plan.

## Stock Options

The number of options to be granted is determined by dividing an amount corresponding to a percentage of the base salary of the named executive officer, which varies between 10% and 20% (compared to 25% and 75% in previous years), by the average closing price of the Corporation's shares for the five (5) trading days preceding the grant date. Prior option grants are not factored into consideration when considering the granting of new options.

The annual award process takes into consideration the efforts and performance of the executive officers and key employees of the Corporation. These factors are assessed on a discretionary basis and are unweighted. The percentage of the salary used to grant options to each named executive officer is submitted to the Human Resources Committee and approved by the board upon recommendation of the Human Resources Committee.

See page 50 for a description of the principal terms and conditions of the stock options granted under the Long-Term Incentive Plan.

## Performance Share Units

In 2017, the board, following recommendations by the Human Resources Committee, approved amendments to the Long-Term Incentive Plan to allow the grant of PSUs under the Long-Term Incentive Plan in order to better align the interests of the Corporation's executive officers with those of its shareholders and will limit the dilution resulting from the granting of options.

The number of PSUs granted under the Long-Term Incentive Plan is determined by dividing an amount corresponding to a percentage of the base salary of the named executive officer, which varies between 25% and 60% (compared to 10% and 45% in the previous years), by the average closing price of the Corporation's shares for the five (5) trading days preceding the grant date.

Beneficiaries acquire their rights under the PSUs during the third period year following the grant date, based on the total shareholder return ("TSR") of Boralex over a three (3) year return cycle calculated as follows:

$$\text{Cumulative TSR over 3 years} = \frac{\text{Change in share price over 3 years} + \text{Dividends paid during 3 years}}{\text{Share price at start of 1}^{\text{st}} \text{ year}}$$

The cumulative TSR is compared to the following group of companies operating in the same sector as the Corporation:

- Brookfield Renewable Energy Partners L.P.
- Northland Power Inc.
- Innergex Renewable Energy Inc.
- Capital Power Corporation
- Algonquin Power & Utilities Corp.
- TransAlta Renewables Inc.

Pursuant to the vesting criteria related to these PSUs, vesting of the PSUs is completed based on a multiplier according to the following formula:

Where applicable, there will be interpolation between the return levels. If the cumulative TSR return is negative, PSU vesting will not exceed 100%, regardless of the percentile rank.

| Vesting formula                      |             |
|--------------------------------------|-------------|
| TSR percentile rank                  | PSU vesting |
| 25 <sup>th</sup> percentile or less  | 0%          |
| Median                               | 100%        |
| 75 <sup>th</sup> percentile          | 150%        |
| 100 <sup>th</sup> percentile or more | 200%        |

On the cash-in date of the PSUs which the beneficiaries are entitled to earn, they receive a cash payment equal to average closing price of Boralex's shares on the Toronto Stock Exchange for the five trading days preceding the vesting date, multiplied by the number of PSUs vested at that time.

## Deferred Share Unit Plan

In 2020, the DSU Plan, which until then had been reserved exclusively for directors, was amended to allow the participation of executive officers and other key employees. The purpose of the DSU Plan is to align the interests of the executive officers with those of the shareholders by providing a mechanism for allowing them to receive their incentive compensation or PSUs in the form of equity that they must hold until they leave the Corporation.

Executive officers may elect to receive up to 100% of their annual incentive bonus or annual grant of PSUs in DSUs instead of cash. A DSU received in lieu of a PSU which remains subject to a vesting condition that has not been met is hereinafter referred to as a “**DSU-P**”.

The main terms and conditions of the DSU Plan for executive officers are as follows:

|                             |  |
|-----------------------------|--|
| Eligible participants       | <ul style="list-style-type: none"> <li>allows executives and other key employees to receive part or all of their annual incentive bonus or PSUs in the form of DSUs or DSU-Ps.</li> </ul>  |
| DSU or DSU-P account credit | <ul style="list-style-type: none"> <li>the number of DSUs credited to the account of an executive officer or other key employee is calculated by dividing the portion of the eligible annual incentive bonus that the executive officer elected to receive in DSUs by the average closing price of the Corporation's Class A Shares on the Toronto Stock Exchange for the five trading days preceding the grant date;</li> <li>the number of DSU-Ps credited to the account of an executive officer or other key employee is calculated by dividing the portion of eligible PSUs that the executive officer elected to receive in DSUs by the average closing price of the Corporation's Class A Shares on the Toronto Stock Exchange for the five trading days preceding the grant date;</li> <li>additional DSUs or DSU-Ps equal in value to the dividends paid on the Corporation's Class A Shares are credited to the account of the executive officer or key employee.</li> </ul> |
| Vesting of DSU-Ps           | <ul style="list-style-type: none"> <li>the DSU-Ps credited to the account of an executive officer or other key employee are subject to the vesting criteria applicable to the corresponding PSUs.</li> </ul>   |
| Settlement of DSUs          | <ul style="list-style-type: none"> <li>the payment of DSUs is made after the date on which the participant ceases to be an employee of the Corporation for any reason, including retirement or death (the “<b>Termination Date</b>”);</li> <li>the payment of DSUs is equal to the average closing price of the Corporation's Class A Shares on the Toronto Stock Exchange for the five trading days preceding the Termination Date. The amount is paid in cash subject to applicable tax deductions.</li> </ul>   |

## Restricted Share Unit Plan

In 2020, the board, following the recommendations of the Human Resources Committee, approved the implementation of a Restricted Share Unit (the “**RSU Plan**”) for the benefit of executive and non-executive employees. The RSU Plan allows for the grant of Restricted Share Units (“**RSUs**”) in recognition of an exceptional contribution as part of a special project or in recognition of high-performing employees. RSUs are settled in cash.

In 2020, no RSUs were granted to the named executive officers.

## Benefits and Perquisites

The Corporation's benefits program for employees, including named executive officers, includes life, medical, dental and disability insurance. Perquisites are offered to named executive officers, namely automobile-related benefits. The Corporation did not use benchmarking to determine these benefits. As the Corporation participates in national surveys conducted by compensation consulting firms, it has access to the published data thereby allowing it to ascertain that it offers all its employees, including named executive officers, a benefits program that reflects competitive practices.

## Retirement Benefits

The Corporation's group retirement savings plan (the “**Retirement Plan**”), similar to a defined contribution pension plan, was created to allow the employees, including named executive officers, to accumulate capital for their retirement. The Savings Plan is a combination of a Registered Retirement Savings Plan (“**RRSP**”) and a Deferred Profit Sharing Plan (“**DPSP**”). Pursuant to the Savings Plan the Corporation pays (i) a basic contribution of 2.25% of the employee's base salary into an RRSP or DPSP, depending on the allowable maximum and, (ii) an additional contribution which varies between 0% and 3% of the employee's base salary depending on the Corporation's profitability in the previous year. These contributions are paid even if the employee does not contribute to the Savings Plan. In addition, if the employee makes a contribution to his or her RRSP, he or she receives, from the Corporation, an additional contribution equivalent to his or hers, varying between 1% and 4.5% of his or her base salary, depending on the employee's seniority. The employee's and the Corporation's contributions are subject to the maximum amount allowed under the *Income Tax Act* (Canada). Employees opt to invest their contributions and those of the Corporation among one of the available financial products.

In addition, certain employees who were employed by Cascades Inc. (the principal shareholder of Boralex until July 27, 2017) before 1995 kept certain benefits, including a retirement allowance if they retired at age 57 or later. This particular situation now applies to only one of the named executive officers, namely the Vice President, Development. The retirement allowance is the product obtained by multiplying an amount varying between 2% and 2.5% of the base salary for the calendar year preceding retirement by the number of years of service. As a result, considering his years of service and eligibility, the Vice President, Development would have been entitled to a retirement allowance of \$149,594. Mr. Patrick Lemaire, who held the position of President and Chief Executive Officer until November 30, 2020, and the position of Executive Advisor from December 1, 2020 to December 31, 2020, also benefited from this retirement allowance. An amount of \$354,147 was paid to Mr. Lemaire on December 31, 2020.

## Shareholding Requirement

In 2020, the board amended the share ownership guidelines applicable to executive officers. Under these new guidelines, executive officers (including the named executive officers) must own by May 14, 2025, or within five years following the date on which they become subject to the guidelines, a number of Class A shares, RSUs or DSUs with a value equal to at least a multiple of their annual base salary in relation to the position held (the “**Minimum Share Ownership Requirement**”), as indicated below for the named executive officers:

| Name                          | Position  | Minimum Share Ownership Requirement<br>(multiple of base salary) |
|-------------------------------|---|--|
| Patrick Decostre <sup>1</sup> | President and Chief Executive Officer                             | 3.0  |
| Bruno Guilmette               | Vice President and Chief Financial Officer                        | 1.5  |
| Patrick Lemaire <sup>2</sup>  | Executive Advisory (former President and Chief Executive Officer) | 3.0  |
| Nicolas Wolff                 | Vice President and General Manager Europe                         | 1.0 <sup>3</sup>   |
| Hugues Girardin               | Vice President, Development                                       | 1.5  |
| Pascal Hurtubise              | Vice President, Chief Legal Officer and Corporate Secretary       | 1.5  |

1 Mr. Patrick Decostre was appointed President and Chief Executive Officer on December 1, 2020. From January 1 to November 30, 2020 he held the position of Vice President and Chief Operating Officer. His multiple was 2.0 when he held the position of Vice President and Chief Operating Officer.

2 Mr. Patrick Lemaire was appointed Executive Advisor on December 1, 2020. From January 1 to November 30, 2020, he held the position of President and Chief Executive Officer.

3 This ratio was increased to 1.25 as of January 1, 2021, when the stock purchase plan was extended to executive officers outside of Canada. Mr. Nicolas Wolff has a slightly lower requirement multiple than the Canadian-based Vice Presidents as positions based in France are not eligible to the Corporation match offered by the stock purchase plan in Canada.

Class A shares value is determined as at December 31 of each year based on the price of the Class A Shares on the Toronto Stock Exchange on such date or the purchase price of the Class A Shares, whichever is higher. RSUs and DSUs value is determined as at December 31 of each year based on the price of the Class A Shares on the Toronto Stock Exchange.



The following table sets out the number of Class A shares of Boralex, PSUs and DSUs owned as at December 31, 2020 by each named executive officer, the dollar value of such shares as of such date and whether the named executive officer meets the shareholding requirement as of such date:

| Name                          | Number of Class A Shares | Number of PSUs | Number of DSUs | Total Value (\$) | Shareholding Requirement (\$) | Satisfaction of Requirement |
|-------------------------------|--------------------------|----------------|----------------|------------------|-------------------------------|-----------------------------|
| Patrick Decostre <sup>1</sup> | 7,451                    | –              | –              | 351,985          | 1,455,000                     | Pending                     |
| Bruno Guilmette               | 2,903                    | –              | –              | 137,138          | 510,000                       | Pending                     |
| Patrick Lemaire <sup>2</sup>  | 32,872                   | –              | 10,294         | 2,039,162        | 1,428,000                     | Met                         |
| Nicolas Wolff                 | 1,000                    | –              | –              | 47,240           | 362,610 <sup>3</sup>          | Pending                     |
| Hugues Girardin               | 8,823                    | –              | –              | 416,799          | 382,500                       | Met                         |
| Pascal Hurtubise              | 3,536                    | –              | –              | 167,041          | 388,500                       | Pending                     |

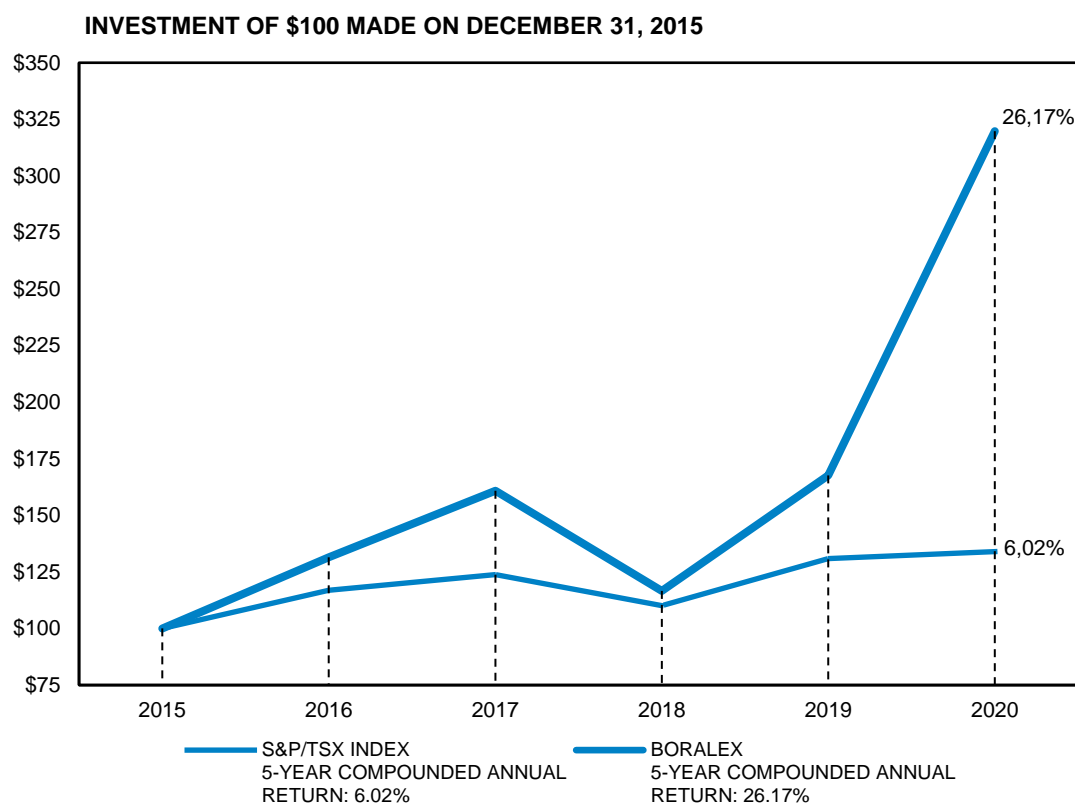
1 Mr. Patrick Decostre was appointed President and Chief Executive Officer on December 1, 2020. From January 1 to November 30, 2020 he held the position of Vice President and Chief Operating Officer.

2 Mr. Patrick Lemaire was appointed Executive Advisor on December 1, 2020. From January 1 to November 30, 2020, he held the position of President and Chief Executive Officer.

3 For the purpose of this table, Mr. Nicolas Wolff's base salary was converted into Canadian dollars at the weighted average exchange rate of the Bank of Canada on December 31, 2020, rounded to C\$1.53/€1.00.

## Performance Graph

The following graph shows the comparison between the cumulative total return of a \$100 investment in Class A shares of Boralex over five years and the cumulative return of the S&P/TSX Composite Index for the same period assuming the dividends were reinvested.



The trend shown by the above performance graph represents growth in 2016 and 2017, a downturn in 2018 and growth in 2019 and 2020.

The following table compares the change in total return for the Corporation's shareholders with the compensation of the five most highly compensated named executive officers over the last five fiscal years.

|  | 2016 | 2017 | 2018   | 2019 | 2020 |
|--|------|------|--------|------|------|
| Change in total shareholder return - BLX-T (%)               | 31.5 | 34.3 | (27.5) | 43.8 | 90.7 |
| Compensation of named executive officers (in millions of \$) | 3.2  | 3.1  | 3.3    | 3.7  | 5.0  |

Over the same five-year period, the average compensation of the named executive officers, excluding the value of the retirement plan, increased by 9.9% on average per year, compared to a yield of 26.2% on an annualized basis for the shareholder.

The progression of the compensation of the named executive officers has no direct link to the trend shown in the graph with respect to the Corporation's Class A shares.

The increase or decrease of the Corporation's Class A share price is not a factor considered in determining the compensation of the named executive officers. The share price is, however, taken into account in connection with the vesting criteria of the PSUs according to the amendments made to the Long-Term Incentive Plan. Thus, when the share price decreases, the value of the in-the-money of the previously granted options also decreases, which will directly influence the total compensation earned by the executive officers.

### Former President and Chief Executive Officer's Compensation Lookback

The retrospective table for Mr. Lemaire, who held the position of President and Chief Executive Officer until November 30, 2020 and Executive Advisor from December 1 to December 31, 2020, compares the compensation awarded to Mr. Lemaire during each of the last five fiscal years to the actual value (realized and realizable) of that compensation as at December 31, 2020 in relation to shareholder value created. This retrospective excludes any cancellation of stock options or performance share units and benefits due to his retirement.

The actual value includes the *realized* and *realizable* value of the share-based and option-based awards granted each year as at December 31, 2020:

- realized value: cash compensation paid for the year, including salary, short term incentive bonus, payouts of performance share units that have vested, and gains realized from stock options exercised;
- realizable value: the value of performance share units and deferred share units that have not vested, and outstanding stock options that were in-the-money.

| Year | CEO  |   | Value of \$100                 |       |             |
|------|--|---|--------------------------------|-------|-------------|
|      | Total Direct Compensation Awarded <sup>1</sup><br>(in millions of dollars) | Actual Value (Realized and Realizable) as of December 31, 2020 <sup>2</sup><br>(in millions of dollars) | Period                         | CEO   | Shareholder |
| 2016 | \$1,043  | \$1,979   | Dec. 31, 2015 to Dec. 31, 2020 | \$190 | \$377       |
| 2017 | \$1,189  | \$1,692   | Dec. 31, 2016 to Dec. 31, 2020 | \$142 | \$276       |
| 2018 | \$1,161  | \$1,930   | Dec. 31, 2017 to Dec. 31, 2020 | \$166 | \$219       |
| 2019 | \$1,309  | \$2,153   | Dec. 31, 2018 to Dec. 31, 2020 | \$165 | \$296       |
| 2020 | \$1,539  | \$1,859   | Dec. 31, 2019 to Dec. 31, 2020 | \$121 | \$197       |

1 Includes salary, board fees (DSUs), short-term incentive bonus and value of Long-Term Incentive Plan (stock options and PSUs) on the date of grant. Value of stock options calculated with the Black-Scholes on the grant date.

2 Includes salary, board fees (DSUs), short-term incentive bonus, value of PSUs (inclusive of dividend equivalents) at the earlier of the payout date or at December 31, 2020, realized value of stock options that were exercised and "in-the-money" value of unexercised stock options based on the share price as of December 31, 2020.

3 Closing price of the Class A shares of the Corporation on December 31, 2020, on the Toronto Stock Exchange (\$47.24).

4 Represents the realized and realizable value achieved at the end of the period for \$100 awarded in direct compensation.

5 Represents the value of a \$100 investment in shares made on the first day of the period indicated, assuming reinvestment of dividends.

## 4.7 Summary Compensation Table

The following table shows the total compensation earned by the named executive officers for the financial years ended December 31, 2020, 2019 and 2018.

| Name and Principal Position  | Year               | Salary (\$)           | Share-Based Awards (\$) | Option-based Awards <sup>1,2</sup> (\$) | Non-Equity Incentive Plan Compensation <sup>3</sup> (\$) | Pension Value <sup>4</sup> (\$) | All Other Compensation <sup>5</sup> (\$) | Total Compensation (\$) |
|--|--------------------|-----------------------|-------------------------|---|--|---------------------------------|--|-------------------------|
|  |                    |                       |                         |   | Annual incentive plans                                   |                                 |  |                         |
| <b>Patrick Decostre</b> ,<br>President and Chief Executive Officer <sup>6</sup>          | 2020               | 381,587               | 143,991 <sup>7</sup>    | 53,999                                  | 359,439  | 37,069                          | 157,665 <sup>8</sup>                     | 1,133,750               |
|  | 2019               | 358,565 <sup>9</sup>  | 87,740 <sup>10</sup>    | 19,773                                  | 283,582 <sup>9</sup>                                     | 15,468 <sup>9</sup>             | 35,000 <sup>11</sup>                     | 800,128                 |
|  | 2018               | 268,549 <sup>12</sup> | 40,688 <sup>13</sup>    | 12,341                                  | 217,250 <sup>12,14</sup>                                 | 13,591 <sup>12</sup>            | –  | 552,419                 |
| <b>Bruno Guilmette</b> ,<br>Vice President and Chief Financial Officer                   | 2020               | 350,386               | 111,993 <sup>7</sup>    | 40,997                                  | 293,471  | 21,899                          | –  | 818,746                 |
|  | 2019 <sup>15</sup> | 304,615               | 65,995 <sup>10</sup>    | 48,220                                  | –  | 7,932                           | 282,500 <sup>16</sup>                    | 709,262                 |
|  | 2018               | –                     | –                       | –                                       | –  | –                               | –  | –                       |
| <b>Patrick Lemaire</b> ,<br>Executive Advisor <sup>17</sup>                              | 2020               | 488,122               | 304,887 <sup>18</sup>   | 94,996                                  | 628,255  | 82,864                          | 2,621,292 <sup>19</sup>                  | 4,220,816               |
|  | 2019               | 455,102               | 218,294 <sup>20</sup>   | 47,848                                  | 587,603  | 64,087                          | 36,000 <sup>21</sup>                     | 1,408,934               |
|  | 2018               | 421,340               | 160,572 <sup>22</sup>   | 38,988                                  | 540,874 <sup>23</sup>                                    | 59,566                          | 24,000 <sup>24</sup>                     | 1,245,340               |
| <b>Nicolas Wolff</b> ,<br>Vice President and General Manager Boralex, Europe             | 2020               | 408,808 <sup>26</sup> | 89,671 <sup>7</sup>     | 36,481                                  | 207,353 <sup>26</sup>                                    | –                               | 246,330 <sup>27</sup>                    | 988,643                 |
|  | 2019 <sup>25</sup> | 231,842 <sup>28</sup> | 41,387 <sup>10</sup>    | 14,576                                  | –  | –                               | 74,500 <sup>29</sup>                     | 362,305                 |
|  | 2018               | –                     | –                       | –                                       | –  | –                               | –  | –                       |
| <b>Hugues Girardin</b> ,<br>Vice President, Development                                  | 2020               | 261,683               | 88,995 <sup>7</sup>     | 25,997                                  | 223,129  | 25,514                          | –  | 625,318                 |
|  | 2019               | 245,335               | 60,752 <sup>10</sup>    | 10,267                                  | 191,656  | 23,164                          | –  | 531,174                 |
|  | 2018               | 212,253               | 26,745 <sup>13</sup>    | 8,053                                   | 168,189 <sup>30</sup>                                    | 21,473                          | –  | 436,713                 |
| <b>Pascal Hurtubise</b> ,<br>Vice President, Chief Legal Officer and Corporate Secretary | 2020               | 257,534               | 97,994 <sup>7</sup>     | 30,997                                  | 180,593  | 23,822                          | –  | 590,940                 |
|  | 2019               | 211,746               | 53,996 <sup>10</sup>    | 9,126                                   | 152,838  | 17,469                          | –  | 445,175                 |
|  | 2018               | 195,300               | 20,028 <sup>13</sup>    | 6,039                                   | 135,343 <sup>31</sup>                                    | 15,073                          | –  | 371,783                 |

1 Options were granted on May 14, 2020 at an exercise price of \$29.41. These options will vest as to 25% per year as of May 14, 2021 on a cumulative basis. Unexercised options will expire on May 13, 2030. See “Long-Term Incentive Plan” on page 50 of this circular.

2 The well-known Black-Scholes-Merton Model was used to determine the fair value of the options granted given the following assumptions:

| Assumptions                                       | 2020<br>May 14 | 2019<br>May 16 | 2019<br>March 11 | 2018<br>November 19 | 2018<br>August 20 |
|---|----------------|----------------|------------------|---------------------|-------------------|
| (i) Risk-free interest rate:                      | 0.93%          | 2.11%          | 2.27%            | 2.81%               | 2.65%             |
| (ii) Dividend rate:                               | 3.98%          | 6.80 %         | 6.62%            | 7.18%               | 5.2%              |
| (iii) Expected volatility in the price of shares: | 32.96%         | 20.46 %        | 20.00%           | 18.65%              | 15.81%            |
| (iv) Term:  | 10 years       | 10 years       | 10 years         | 10 years            | 10 years          |
| Fair value per option:                            | \$7.80         | \$2.60         | \$2.78           | \$2.16              | \$2.29            |

3 See “Non-Equity Incentives” on page 39 of this circular.

4 Amounts shown for fiscal years 2018, 2019 and 2020 represent contributions made by the Corporation under the Retirement Plan. See “Retirement Benefits” on page 43 of this circular.

5 Unless otherwise indicated, perquisites have not been included, as they do not reach the prescribed threshold, that is, \$50,000 or 10% of total salary for the financial year. The amounts appearing in this column represent either the annual retainer paid for the position of director of the Corporation or a special bonus.

6 Mr. Patrick Decostre was appointed President and Chief Executive Officer on December 1, 2020. From January 1 to November 30, 2020 he held the position of Vice President and Chief Operating Officer.

7 Represents an amount equivalent to the number of PSUs granted multiplied by the average closing price of the Corporation’s Class A shares on the TSX for the 5 trading days immediately preceding the grant date, i.e. \$29.41. This amount does not constitute a cash amount received.

8 This amount includes rent and tax costs related to this benefit, in addition to parking fees.

9 A fraction of these amounts were paid in euros and converted into Canadian dollars at the weighted average rate of exchange of the Bank of Canada on December 31, 2020, rounded to C\$1.49/€1.00.

10 Represents an amount equivalent to the number of PSUs granted multiplied by the average closing price of the Corporation’s Class A shares on the TSX for the 5 trading days immediately preceding the grant date, i.e. \$18.46. This amount does not constitute a cash amount received.

11 Represents a special bonus awarded for his tireless efforts in the largest renewable energy refinancing in France, totalling \$1.7 billion.

12 These amounts were paid in euros and converted into Canadian dollars at the weighted average rate of exchange of the Bank of Canada on December 31, 2018, rounded to C\$1.53/€1.00.

13 Represents an amount equivalent to the number of PSUs granted multiplied by the average closing price of the Corporation’s Class A shares on the TSX for the 5 trading days immediately preceding the grant date, i.e. \$19.04 for the August 20, 2018 grant and \$17.39 for the November 19, 2018 grant. This amount does not constitute a cash amount received.

14 This amount takes into consideration a negative adjustment of \$19,279 made in 2019 to the amount paid in 2018 under the short-term incentive plan.

15 Mr. Guilmette has been with the Corporation since January 14, 2019 and has held the position of Vice President and Chief Financial Officer since that date.

16 Represents a \$247,500 bonus paid to Mr. Guilmette following the achievement of objectives determined when he was hired by the Corporation in January 2019 and a special bonus of \$35,000 awarded for his tireless efforts in the largest renewable energy refinancing in France, totalling \$1.7 billion. Mr. Guilmette was not eligible to participate in the Corporation’s short-term incentive plan in 2019.

- 17 Mr. Patrick Lemaire held the position of President and Chief Executive Officer until November 30, 2020 and the position of Executive Advisor from December 1 to December 31, 2020.
- 18 Represents the portion of Mr. Lemaire's total compensation as a director that was received in the form of DSUs (\$18,875) and an amount of \$286,012 equal to the number of PSUs granted multiplied by the average closing price of the Corporation's Class A shares at the TSX for the 5 trading days immediately preceding the grant date, i.e. \$29.41. These amounts do not constitute cash amounts received. In 2020, Mr. Lemaire received compensation of \$65,000 as director of Boralex, including \$46,125 paid in cash and included under "All Other compensation", and an amount of \$18,875 received in the form of DSUs under the DSU Plan representing 590 DSUs based on the average closing price of Boralex's Class A shares on the TSX for the five trading days preceding the end of each quarter, i.e. \$24.15, \$29.45, \$36.43 and \$45.63.
- 19 Represents the benefits and vacations accrued following his retirement on December 31, 2020 in accordance with his employment contract dated March 13, 2017 and amended on February 9, 2018, the retirement allowance under the pension plan, his fees as a director and other fees related to the use of an automobile.
- 20 Represents the portion of Mr. Lemaire's total compensation as a director that was received in the form of DSUs (\$19,000) and an amount of \$199,294 equal to the number of PSUs granted multiplied by the average closing price of the Corporation's Class A shares at the TSX for the 5 trading days immediately preceding the grant date, i.e. \$18.46. These amounts do not constitute cash amounts received. In 2019, Mr. Lemaire received compensation of \$55,000 as director of Boralex, including \$36,000 paid in cash and included under "All Other compensation", and an amount of \$19,000 received in the form of DSUs under the DSU Plan representing 767 DSUs based on the average closing price of Boralex's Class A shares on the TSX for the five trading days preceding the end of the fiscal year, i.e. \$24.77.
- 21 Represents director fees paid in cash.
- 22 Represents the portion of Mr. Lemaire's total compensation as director that was received in the form of DSUs (\$31,000) and an amount of \$129,572 equal to the number of PSUs granted multiplied by the average closing price of the Corporation's Class A shares on the TSX for the 5 trading days immediately preceding the grant date, i.e. \$19.04 for the August 20, 2018 grant and \$17.39 for the November 19, 2018 grant. These amounts do not constitute cash amounts received. In 2018, Mr. Lemaire received compensation of \$55,000 as director of Boralex, including an amount of \$24,000 paid in cash and included under "All Other Compensation" and an amount of \$31,000 received in the form of DSUs under the DSU Plan representing 1,864 DSUs based on the average closing price of Boralex's Class A shares on the TSX for the five trading days preceding the end of the fiscal year, i.e. \$16.63.
- 23 This amount takes into consideration a negative adjustment of \$46,221 made in 2019 to the amount paid in 2018 under the short-term incentive plan.
- 24 Represents director fees paid in cash.
- 25 Mr. Nicolas Wolff was appointed Vice President and General Manager Boralex, Europe on April 30, 2019. Before that date, he was not employed by Boralex.
- 26 These amounts were paid in euros and converted into Canadian dollars at the weighted average rate of exchange of the Bank of Canada on December 31, 2020, rounded to C\$1.53/€1.00.
- 27 Represents a bonus paid to Mr. Wolff following the achievement of objectives determined when he was hired by the Corporation in April 2019.
- 28 This amount was paid in euros and converted into Canadian dollars at the weighted average rate of exchange of the Bank of Canada on December 31, 2020, rounded to C\$1.49/€1.00.
- 29 This amount represents a bonus paid at the signature of his employment contract.
- 30 This amount takes into consideration a negative adjustment of \$18,511 made in 2019 to the amount paid in 2018 under the short-term incentive plan.
- 31 This amount takes into consideration a negative adjustment of \$9,667 made in 2019 to the amount paid in 2018 under the short-term incentive plan.

## 4.8 Incentive Plan Awards

### Outstanding Option-Based or Share-Based Awards

The following table shows all outstanding option-based awards for each named executive officer for the financial year ending December 31, 2020:

| Name             | Option-based awards                                 |                            |                        |   |
|------------------|---|----------------------------|------------------------|---|
|                  | Number of Securities Underlying Unexercised Options | Option Exercise Price (\$) | Option Expiration Date | Value of unexercised in-the-money Options <sup>1</sup> (\$) |
| Patrick Decostre | 10,750  | 10.29                      | May 6, 2023            | 397,213   |
|                  | 10,072  | 12.90                      | May 5, 2024            | 345,872   |
|                  | 8,671   | 13.87                      | May 4, 2025            | 289,351   |
|                  | 8,479   | 16.65                      | May 9, 2026            | 259,373   |
|                  | 2,292   | 22.00                      | Aug. 16, 2027          | 57,850  |
|                  | 3,946   | 19.04                      | Aug. 19, 2028          | 111,277   |
|                  | 1,530   | 17.39                      | Nov. 18, 2028          | 45,671  |
|                  | 7,605   | 18.46                      | May 15, 2029           | 218,872   |
|                  | 6,923   | 29.41                      | May 13, 2030           | 123,437   |
| Bruno Guilmette  | 8,987   | 18.36                      | March 10, 2029         | 259,545   |
|                  | 8,937   | 18.46                      | May 15, 2029           | 257,207   |
|                  | 5,256   | 29.41                      | May 13, 2030           | 93,714  |
| Patrick Lemaire  | 22,918  | 12.90                      | May 5, 2024            | 787,004   |
|                  | 21,771  | 13.87                      | May 4, 2025            | 726,498   |
|                  | 18,542  | 16.65                      | May 9, 2026            | 567,200   |
|                  | 14,364  | 22.00                      | Aug. 16, 2027          | 362,547   |
|                  | 12,447  | 19.04                      | Aug. 19, 2028          | 351,005   |
|                  | 340   | 17.39                      | Nov. 18, 2028          | 10,149  |
|                  | 13,802  | 18.46                      | May 15, 2029           | 397,222   |
|                  | 6,089   | 29.41                      | May 13, 2030           | 108,567   |
| Hugues Girardin  | 6,940   | 13.87                      | May 4, 2025            | 231,588   |
|                  | 7,285   | 16.65                      | May 9, 2026            | 222,848   |
|                  | 2,894   | 22.00                      | Aug. 16, 2027          | 73,045  |
|                  | 3,344   | 19.04                      | Aug. 19, 2028          | 94,301  |
|                  | 183   | 17.39                      | Nov. 18, 2028          | 5,463   |
|                  | 3,949   | 18.46                      | May 15, 2029           | 113,652   |
|                  | 3,333   | 29.41                      | May 13, 2030           | 59,427  |
| Nicolas Wolff    | 5,606   | 18.46                      | May 14, 2029           | 161,341   |
|                  | 4,677   | 29.41                      | May 13, 2030           | 83,391  |
| Pascal Hurtubise | 2,068   | 22.00                      | Aug. 16, 2027          | 52,196  |
|                  | 2,390   | 19.04                      | Aug. 19, 2028          | 67,398  |
|                  | 262   | 17.39                      | Nov. 18, 2028          | 7,821   |
|                  | 3,510   | 18.46                      | May 15, 2029           | 101,018   |
|                  | 3,974   | 29.41                      | May 13, 2030           | 84,503  |

<sup>1</sup> The value of unexercised in-the-money options at financial year-end is the difference between the closing price of the Class A shares of the Corporation on December 31, 2020 on the Toronto Stock Exchange (\$47.24) and the exercise price. This value has not been, and may never be, realized. The actual realized gains, if any, on exercise will depend on the value of the Class A shares of the Corporation on the date of option exercise.

### Option Exercises in 2020

The following table presents the gains made by the named executive officers following exercise of options during the 2020 fiscal year:

| Name             | Gains (\$) |
|------------------|------------|
| Patrick Decostre | –          |
| Bruno Guilmette  | –          |
| Patrick Lemaire  | 1,674,728  |
| Nicolas Wolff    | –          |
| Hugues Girardin  | –          |
| Pascal Hurtubise | –          |

## Outstanding Share-Based Awards

The following table shows all outstanding share-based awards for each named executive officer for the financial year ending December 31, 2020:

| Name             | Share-based awards                                       |                                      |   |   |
|------------------|--|--------------------------------------|---|---|
|                  | Number of shares or units of shares that have not vested | Performance cycle                    | Market or payout value of share-based awards that have not vested <sup>1</sup> (\$) | Market or payout value of vested share-based awards not paid or distributed <sup>2</sup> (\$) |
| Patrick Decostre | –  | January 1, 2018 to December 31, 2020 | –   | 143,249   |
|                  | 4,753  | January 1, 2019 to December 31, 2021 | 224,532   | –   |
|                  | 4,896  | January 1, 2020 to December 31, 2022 | 231,287   | –   |
| Bruno Guilmette  | 3,575  | January 1, 2019 to December 31, 2021 | 168,883   | –   |
|                  | 3,808  | January 1, 2020 to December 31, 2022 | 179,890   | –   |
| Patrick Lemaire  | –  | January 1, 2018 to December 31, 2020 | –   | 447,056   |
|                  | 7,201 <sup>3</sup>                                       | January 1, 2019 to December 31, 2021 | 340,391   | –   |
|                  | 3,248 <sup>4</sup>                                       | January 1, 2020 to December 31, 2022 | 153,436   | –   |
| Hugues Girardin  | –  | January 1, 2018 to December 31, 2020 | –   | 92,460  |
|                  | 3,291  | January 1, 2019 to December 31, 2021 | 155,467   | –   |
|                  | 3,026  | January 1, 2020 to December 31, 2022 | 142,948   | –   |
| Nicolas Wolff    | 2,242  | January 1, 2019 to December 31, 2021 | 105,912   | –   |
|                  | 3,049  | January 1, 2020 to December 31, 2022 | 144,035   | –   |
| Pascal Hurtubise | –  | January 1, 2018 to December 31, 2020 | –   | 69,499  |
|                  | 2,925  | January 1, 2019 to December 31, 2021 | 138,177   | –   |
|                  | 3,332  | January 1, 2020 to December 31, 2022 | 157,404   | –   |

1 The value of unvested PSUs was calculated assuming a percentile ranking of total shareholder return equal to the median of the peer group, i.e. assuming the PSUs will be fully vested. This value has not been, and may never be, realized.

2 The value of vested PSUs is based on the average price of the Corporation's Class A shares on the Toronto Stock Exchange for the 5 days preceding December 31, 2020, being \$45.63.

3 Excluding 3,595 PSUs cancelled on December 1, 2020 pursuant to Mr. Lemaire's retirement.

4 Excluding 6,477 PSUs cancelled on December 1, 2020, pursuant to Mr. Lemaire's retirement.

## Incentive Plan Awards

The following table indicates the value vested or the value earned by the named executive officers under the incentive plans of the Corporation during the year ended December 31, 2020.

| Name             | Option-based awards                            | Share-based awards                             | Non-equity incentive plan compensation – Value earned during the year <sup>3</sup> (\$) |
|------------------|--|--|---|
|                  | Value vested during the year <sup>1</sup> (\$) | Value vested during the year <sup>2</sup> (\$) |   |
| Patrick Decostre | 75,342   | 143,249  | 359,439   |
| Bruno Guilmette  | 42,034   | –  | 293,471   |
| Patrick Lemaire  | 268,534  | 465,931 <sup>4</sup>                           | 628,255   |
| Nicolas Wolff    | 14,374   | –  | 207,353   |
| Hugues Girardin  | 54,676   | 92,460   | 223,129   |
| Pascal Hurtubise | 24,288   | 69,499   | 180,593   |

1 Value of gains that could have been made on the options granted under the Long-Term Incentive Plan whose rights have been acquired during the year ended December 31, 2020. These awards all vest over four years at 25% per year following the year of the grant, on a cumulative basis. Unexercised options expire 10 years after the date of grant. See "Long-Term Incentive Plan" on page 50 of this circular. Gains that could have been made are calculated by determining the difference between the closing price of Class A shares for each date of acquisition of option grants in 2019 and the exercise price. This value has not been, and may never be, realized. Any actual gain realized, if any, will depend on the value of Class A shares of the Corporation at the date of the exercise of the options.

2 The value of the vested PSUs is based on the average price of the Class A shares of the Corporation on the Toronto Stock Exchange for the 5 days preceding December 31, 2020, being \$45.63.

3 See Section 5.3 "Summary Compensation Table" on page 46 of this circular for more details.

4 Represents an amount of \$447,056 equivalent to the value of the vested PSUs based on the average price of the Corporation's Class A shares on the Toronto Stock Exchange for the 5 days preceding December 31, 2020, i.e. \$45.63, and the portion of the annual base fee paid in the form of DSU, being \$18,876. This value of \$18,876 has not yet been realized. Any actual gain, if any, will depend on the value of the Class A shares of the Corporation on the termination date of Mr. Lemaire function as a director.

5 This amount was paid in euros and converted into Canadian dollars at the weighted average rate of exchange of the Bank of Canada on December 31, 2020, rounded to C\$1.53/€1.00.



## Long-Term Incentive Plan

Pursuant to the terms and conditions of the Long-Term Incentive Plan, the Corporation may grant stock options, each such option to have an exercise price equal to the prevailing Market Price (as defined below). In compliance with sections 613(d) and (g) of the rules of the TSX, disclosure of the following information is provided to shareholders as at December 31, 2020:

- Eligible participants under the Long-Term Incentive Plan are senior executives and key employees of the Corporation or its subsidiaries.
- The total number of Class A shares of the Corporation that may be issued under the Long-Term Incentive Plan is 4,500,000, or 4.4% of the issued and outstanding Class A shares as at December 31, 2020. Of these, 2,995,777 shares were issued following the exercise of options and 1,504,223 are reserved for future issuance. The number of outstanding options granted under the Long-Term Incentive Plan is 292,660, or approximately 0.3% of the total number of outstanding shares of the Corporation as at December 31, 2020. Any option which has expired may nevertheless be subject to future options granted under the Long-Term Incentive Plan.
- During the fiscal year ended December 31, 2020, the Corporation granted executive officers a total of 52,609 options representing 0.05% of the aggregate number of Class A shares outstanding as at December 31, 2020, and 70,993 options were exercised.
- The aggregate number of Class A shares of the Corporation which may be reserved for issuance to insiders of the Corporation at any time under the Long-Term Incentive Plan and any other equity-based compensation plan of the Corporation is limited to 10% of the aggregate number of outstanding Class A shares of the Corporation. The aggregate number of Class A shares of the Corporation issued to insiders of the Corporation within any one-year period under the Long-Term Incentive Plan and any other equity-based compensation plan of the Corporation is limited to 10% of the aggregate number of outstanding Class A shares of the Corporation.
- The exercise price of each option is equal to the prevailing market price of the Class A shares. The “**Market Price**” is established based on the average closing price of the Class A shares on the TSX for the five trading days immediately preceding the grant date. If the grant date of an option occurs during a blackout period or within the five (5) trading days following the end of a blackout period, the grant date shall be deemed to occur on the sixth (6<sup>th</sup>) trading day following the end of the blackout period.
- The board sets the terms and conditions to grant and exercise options (which may vary between options). Pursuant to the conditions governing the exercise of options granted since May 2004, a holder of such options may exercise up to 25% of said options per year, on a cumulative basis, as of the first anniversary of the grant date.
- Each option, unless terminated earlier, expires at the date determined by the board at the time of the grant of such option, but in any event, no later than 10 years after the date of such grant. However, if the expiration date of an option occurs during a blackout period or within 10 business days before a blackout period imposed by the Corporation, this expiry date will automatically be extended by 10 business days after the end of the blackout period.
- In the event of resignation or termination for cause, all options granted to the holder, whether vested or unvested, are cancelled.
- In the event of dismissal without cause, vested options may be exercised within 90 days and unvested options are cancelled.
- In the event of death or permanent disability, vested options may be exercised within 90 days and unvested options are cancelled.
- In the event of retirement, the options remain in effect and the optionee continues to acquire the right to exercise the options and the options may be exercised by the optionee before the expiry date of the options or within 18 months after the retirement date, whichever is shorter.
- Options cannot be assigned.
- In case of (1) a merger, amalgamation, consolidation, reorganization or arrangement of the Corporation with or into another corporation (other than a merger, amalgamation, consolidation, a reorganization or arrangement of the Corporation with one or more of its related entities), (2) the acquisition of all or substantially all of the outstanding shares by way of a take-over bid, (3) the sale of all or substantially all of the Corporation's assets or (4) any other acquisition of the Corporation's business as determined by the board (each a “**Corporate Event**”), the board may in its sole discretion (but subject to obtaining the prior approval of the TSX, if required by rules, regulations and policies of the TSX) and without any action or consent of the participants, take all action or combinations of measures described in the Long-Term Incentive Plan in respect of options, including,

without limitation (1) the continuation or assumption of outstanding options by the acquirer, (2) the substitution of options for options and/or shares and/or other securities of the acquirer, (3) the substitution of options with cash incentive program of the acquirer or (4) the acceleration of the vesting and the right to exercise such options at a date prior to or on the date of the Corporate Event.

- Any modification to the Long-Term Incentive Plan or to any options that have been granted but not exercised must be made in accordance with the rules and policies of the TSX and is subject to all required approvals.
- In addition, the board may not, without shareholder approval, make the following amendments to the Long-Term Incentive Plan, including: (i) increasing the maximum number of shares issuable; (ii) any amendment to the method of determining the option price of any option granted under the Long-Term Incentive Plan; (iii) any extension beyond the original expiry date of an option held by an option holder (unless it is the extension of 10 business days after a black-out period); and (iv) the addition of any form of financial assistance or alteration of a provision regarding financial assistance that would make it more beneficial to the Long-Term Incentive Plan participants.
- Subject to obtaining the prior approval of the TSX in the case of amendments to the options, where required by the rules of the TSX, other than those described in the above paragraph, the Corporation may make any other amendment to the Plan that it considers appropriate without shareholder approval pursuant to the detailed amendment provision of the Plan, including, without limiting the generality of the foregoing: (1) amendments in connection with the splitting, consolidation or reclassification of shares or the payment of a share dividend by the Corporation (except in the normal course) or any other change in its share capital; (2) amendments of a housekeeping nature or amendments to clarify the terms and conditions of the Plan; (3) amendments to the eligibility criteria or the mode of administration of the Plan; (4) amendments to the granting or exercise provisions of the options; (5) any amendment required or useful to ensure compliance of the Plan with the laws, rules and regulations of government agencies, departments, organisations or authorities and the rules of the TSX; (6) amendments to suspend or terminate the Plan.
- The Corporation does not provide financial assistance to participants of the Long-Term Incentive Plan in order to enable them to acquire Class A shares of the Corporation.

On November 10, 2020, the board approved amendments to the Long-Term Incentive Plan to, among other housekeeping amendments:

- provide that a participant may elect to receive a portion of the PSUs granted to such participant in DSUs granted under the terms of the DSU Plan;
- clarify that the vesting date of the PSUs shall be three years following the first day of the calendar year in which the grant of such PSU was made and that the payment of the PSUs shall be not later than 30 days after the approval of the board following vesting;
- add “cashless exercise” and “net exercise” features for the exercise of stock options; and
- clarify the treatment of the options and the PSUs upon the resignation, retirement, termination (with or without cause), death or permanent disability of a participant.

Security holder approval was not sought with respect to the above-noted amendments as the amendments were not of a nature to require security holder approval in accordance with the rules of the TSX and the terms of the Long-Term Incentive Plan.

## Share Purchase Plan

The Corporation offers its Canadian employees, including named executive officers, a Class A share purchase plan. The maximum percentage of the base salary which executive officers may contribute, on a voluntary basis, is 10%. To the extent certain criteria is met, the Corporation matches 25% of the executive officer's contribution.

## Information on Equity Based Compensation Plans

The table below sets out, as of December 31, 2020, certain information concerning the Corporation's Long-Term Incentive Plan, the Corporation's only compensation plan pursuant to which equity securities of the Corporation may be issued. A description of the Long-Term Incentive Plan is given on page 50 of this circular.

| Plan Category   | Number of Shares to be Issued on the Exercise of Outstanding Options, Warrants and Rights | Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (\$) | Number of Shares Remaining Available for Future Issuance under Equity Based Compensation Plans (Excluding the Shares in the First Column) |
|---|---|--|---|
| Equity Based Compensation Plans Approved by Securityholders     | 277,705   | 18.78  | 1,226,518   |
| Equity Based Compensation Plans Not Approved by Securityholders | None  | –  | None  |
| TOTAL   | 277,705   | 18.78  | 1,226,518   |

The following table presents the burn rate of Options granted under the Long-Term Incentive Plan

|   | 2020       | 2019       | 2018       |
|---|------------|------------|------------|
| Number of Options granted during the year | 52,609     | 64,530     | 45,232     |
| Weighted average number of Class A shares | 98,547,826 | 90,604,799 | 80,102,038 |
| Burn rate                                 | 0.05%      | 0.07%      | 0.05%      |

## 4.9 Group Retirement Savings Plan

The following table presents the accumulated value of the named executive officers group retirement savings plan for the financial year ended December 31, 2020:

| Name                          | Accumulated value at start of year (\$) | Compensatory Amount (\$) | Accumulated value at year-end (\$) |
|-------------------------------|---|--------------------------|------------------------------------|
| Patrick Decostre <sup>1</sup> | 148,762 <sup>2</sup>                    | 37,069                   | 190,795 <sup>2</sup>               |
| Bruno Guilmette               | 9,439                                   | 21,899                   | 37,064                             |
| Patrick Lemaire <sup>3</sup>  | 731,589                                 | 82,864                   | 864,797                            |
| Nicolas Wolff                 | –                                       | –                        | –                                  |
| Hugues Girardin               | 707,527                                 | 25,514                   | 782,856                            |
| Pascal Hurtubise              | 258,479                                 | 23,822                   | 313,948                            |

1 Mr. Patrick Decostre was appointed President and Chief Executive Officer on December 1, 2020. From January 1 to November 30, 2020 he held the position of Vice President and Chief Operating Officer.

2 Represents the accumulated value of the French jurisdiction pension plan and the pension plan offered to Canadian employees. As such, these amounts or a portion thereof were paid in euros and were converted into Canadian dollars at the weighted average exchange rate of the Bank of Canada as at December 31, 2020, rounded to C\$1.53/€1.00.

3 Mr. Patrick Lemaire was appointed Executive Advisor on December 1, 2020. From January 1 to November 30, 2020, he held the position of President and Chief Executive Officer.

## 4.10 Termination and Change of Control Benefits

The contracts of employment with each of the named executive officers are for an indeterminate term and provide for obligations of confidentiality during employment and at any time following the termination of employment. All the contracts of employment of the named executive officers also contain clauses restricting competition and solicitation during employment and for a period of 12 months following termination of employment.

The Corporation may terminate a named executive officer's contract of employment at any time for serious grounds without prior notice. It may also terminate an executive officer's employment without serious grounds at its discretion. A named executive officer may also terminate his or her contract of employment at any time upon prior written notice of 45 days (90 days in the case of the President and Chief Executive Officer).

If dismissed on serious grounds, the named executive officer is not entitled to any payment other than the sums which the Corporation must pay him or her under the law, in particular, any salary earned and unpaid on the termination date, any unpaid amount, if any, owing under the short-term incentive plan for the year preceding the

year in which the termination of employment occurs (for which the payment date is subsequent to the termination date), and all accumulated and unpaid vacation time.

If the Corporation terminates the employment of a named executive officer at its discretion and other than for serious grounds, he or she is entitled to:

- any salary earned and unpaid on the employment termination date;
- in the case of the Vice President, Chief Legal Officer and Corporate Secretary and the Vice President, Development, an indemnity equal to (i) 6 months of the base salary in effect on the employment termination date, plus (ii) 1 month per year of service, the whole up to a maximum total of 24 months;
- in the case of the Vice President and Chief Financial Officer and of the Vice President and General Manager, Boralex Europe, an indemnity equal to (i) 12 months of the base salary in effect on the employment termination date, plus (ii) 1 month per year of service from the 7<sup>th</sup> year of service, the whole up to a maximum total of 24 months;
- in the case of the President and Chief Executive Officer, an indemnity equal to 24 months of base salary in effect on the employment termination date;
- For the purpose of the current circular, “**Severance Period**” shall mean any of the severance periods described hereinabove, as applicable to the relevant named executive officer;
- in the case of the Vice President and General Manager, Boralex Europe, in the event that the Corporation elect to enforce the non-compete covenant, a monthly indemnity equal to 50% of the annual base salary and 50% of the annual bonus under the short-term incentive plan. This indemnity is payable in 12 equal instalments;
- a lump sum cash payment equal to the bonus under the short-term incentive plan for the applicable Severance Period. The payment will be calculated using the average of the sums paid to the named executive officer under such plan during the 36 months preceding the employment termination date (except in the case of the President and Chief Executive Officer, whose payment will be equal to 100 % of the annual short-term incentive bonus, assuming 100 % achievement of the financial and corporate objectives);
- an amount representing any additional bonus earned and unpaid on the employment termination date, including any amount owed under the short-term incentive plan during the year in question until the termination date, if any. The payment will be calculated pro rata to the number of days worked during the reference period during which the named executive officer is entitled to such amount. It assumes that the actual available cash flows for the year will be equal to the budgeted available cash flows for the said year (except in the case of the President and Chief Executive Officer, the amount is based on (i) the target bonus if the termination date is prior to September 30; or (ii) the actual bonus if the termination date is after September 30);
- the continuation of the medical, dental and life insurance coverage under the group insurance plan for a period equal to the applicable Severance Period (in the case of the President and Chief Executive Officer for a period of 12 months and of the Vice President, Chief Legal Officer and Corporate Secretary for a maximal period of 18 months), starting on the employment termination date and ending at the end of the Severance Period or until such date on which the named executive officer commences new employment or engages in another gainful activity, whichever event occurs first;
- use the Corporation’s vehicle in his or her possession for a period of 1 month (for the duration of the applicable Severance Period in the case of the Vice President and General Manager, Boralex Europe) following the termination date or until the date on which the named executive officer commences new employment or engages in another gainful activity, whichever event occurs first;
- executive placement consulting services for a period of 12 months paid by the Corporation (except in the case of the President and Chief Executive Officer).

If the Corporation does not provide a notice of continuation of employment to a named executive officer within 30 days of a Change of Control of the Corporation in accordance with the terms of his or her contract of employment and if said executive provides a notice of termination of employment (in the case of the President and Chief Executive Office, a prior notice of 60 days), he or she is entitled to all benefits described above in case of termination other than for serious grounds, provided that the Severance Period will be (i) 12 months of base salary, plus (ii) 1 month per year of service (from the 7<sup>th</sup> year only for the Vice President and General Manager, Boralex Europe) up to a maximum total of 24 months (except for the President and Chief Executive Officer for whom the applicable Severance Period would apply mutatis mutandis).

“**Change of Control of the Corporation**” means the occurrence of any one of the following, resulting from any one or a series of related transactions:

- a person or entity or a group of related persons or entities acting jointly or in concert become the beneficiaries, directly or indirectly, of fifty percent (50%) or more of the issued and outstanding securities of the Corporation giving control over the Corporation; or
- the Corporation sells all or substantially all of its assets; or
- the shareholders of the Corporation approve a plan or a proposal for the winding-up or dissolution of the Corporation.

In addition, in the event of the termination with or without serious grounds, the resignation or the triggering of the Change of Control of the Corporation clause of a named executive officer, the stock options and share units that were granted will be treated in accordance with the applicable terms and conditions of the applicable plan (except for the unvested options that were granted to the Vice President and Chief Financial Officer upon his hiring which shall automatically vest on the termination date).

## Estimated Cash Amount

The following table sets out the estimated cash amount owed to each named executive officer under the employment agreement, as well as the other benefits to which they would be entitled if the Corporation had terminated their employment at its discretion as of December 31, 2020, other than for serious grounds:

|                  | Termination other than for serious grounds |  |                      |                  | Termination following a Change of Control of the Corporation |  |                      |                  |
|------------------|--|--|----------------------|------------------|--|--|----------------------|------------------|
|                  | Cash payment for base salary (\$)¹         | Cash payment for short-term incentive plan (\$)² | Other benefits (\$)³ | Total value (\$) | Cash payment for base salary (\$)¹                           | Cash payment for short-term incentive plan (\$)² | Other benefits (\$)³ | Total value (\$) |
| Patrick Decostre | 970,000                                    | 776,000  | 7,787                | 1,753,787        | 970,000  | 776,000  | 7,787                | 1,753,787        |
| Bruno Guilmette  | 340,000                                    | 270,486  | 7,205                | 617,691          | 340,000  | 270,486  | 7,205                | 617,691          |
| Nicolas Wolff⁴   | 362,610                                    | 250,079  | 199,606⁵             | 812,295          | 362,610  | 250,079  | 199,606⁵             | 812,295          |
| Hugues Girardin  | 510,276                                    | 388,649  | 13,107               | 912,032          | 510,276  | 388,649  | 13,107               | 912,032          |
| Pascal Hurtubise | 465,905                                    | 280,876  | 7,947                | 754,728          | 518,388  | 312,516  | 7,947                | 838,851          |

- 1 Determined according to the base salary of the named executive officer for the fiscal year ended December 31, 2020 and the number of years of service as of December 31, 2020.
- 2 Determined based on the product: (i) of the number of months included in the Severance Period; and (ii) of the average amount of the bonus that was paid to him or her under the short-term incentive plan during the 36 months preceding the termination date, calculated on a monthly basis.
- 3 Estimated cost of maintaining the group insurance and benefits provided for in the contract of employment during the Severance Period.
- 4 These amounts were converted into Canadian dollars at the weighted average rate of exchange of the Bank of Canada on December 31, 2020, rounded to C\$1.53/€1.00.
- 5 Includes an indemnity equal to 50% of the base salary of Mr. Wolff to compensate, pursuant to French legislation and regulations, the existence of a non-competition clause in his employment agreement. The indemnity payable in cash in connection with Mr. Wolff's base salary is less than for the other executives so as to ensure fairness in the application of their respective termination entitlements in the event of a dismissal by the Corporation other than for serious grounds.

## 4.11 Recovery of Compensation

In 2017, the board of directors adopted a policy respecting the recovery of compensation paid to executives affecting future grants which will be made under the Corporation's short-term incentive plan and Long-term Incentive Plan after December 31, 2017. The policy, which applies to all executives, provides that the board has complete discretion, insofar as applicable laws allow and the board considers it in the Corporation's best interests to do so, to require under certain circumstances the full or partial reimbursement of the annual incentive compensation paid to an executive. The board may ask an executive or former executive to reimburse all or part of his or her incentive compensation when the following conditions are met:

- a) The incentive compensation was calculated based on or subject to certain financial results of Boralex which were subsequently changed due to the restatement of all or part of its financial statements;
- b) The executive committed a gross or deliberate fault or fraud which required the restatement of the financial statements; and
- c) The incentive compensation which would have been allocated to the executive or the benefit he or she would have received would have been less than what he or she actually received if the financial results had been properly stated.

The recovery policy does not limit Boralex's right to take other steps allowed by applicable laws regarding its employees, including dismissal.

## Part 5 - Statement of Corporate Governance Practices

Sound corporate governance is essential to ensure our long-term success- for us, our shareholders and our partners. Our board ensures compliance with rules based on principles such as integrity, strategic planning, long-term value creation and transparency.

This section discusses our governance philosophy, policies and practices. It also describes the role and functioning of our board and the five standing committees. Our corporate governance and practices are consistent in all material aspects with the various rules and requirements that apply to us, including:

- Canada Business Corporations Act
- Corporate governance guidelines established by the Canadian Securities Administrators
- TSX corporate governance guideline

The framework for our corporate governance can be found in set out in our Corporate Governance Manual, which was approved on August 7, 2012 and last amended on December 18, 2020, and our Code of Ethics. Our Articles and By-Laws also set forth certain matters that govern our business activities. All of these documents are available on our website ([www.boralex.com](http://www.boralex.com)).

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## 5.1 Governance Highlights

The board strives to maintain high standards of corporate governance by monitoring, with the assistance of its Nominating and Corporate Governance Committee, best practices in corporate governance, legal and regulatory requirements, and by periodically assessing the Corporation's corporate governance policies and practices. The important elements of our corporate governance include:

|   |  |
|---|--|
| <p><b>Independence</b></p> <ul style="list-style-type: none"> <li>✓ 81% of our directors and 100% of the members of our five standing committees are independent</li> <li>✓ We have annual elections for all directors (directors are not elected for staggered terms)</li> <li>✓ Shareholders can vote for or withhold their vote from individual directors (no slate voting for directors)</li> <li>✓ Board committees can retain independent advisors</li> <li>✓ The roles of board chair and CEO are separate</li> <li>✓ In camera sessions are held at every board and committee meeting without management present to facilitate open and candid discussion We provide direction with orientation and continuing education</li> </ul> | <p><b>Ethics and integrity</b></p> <ul style="list-style-type: none"> <li>✓ We promote a culture of integrity and ethical behavior. We have a website and an ethics hotline independent of Boralex where anyone can anonymously report or file a complaint on ethical issues</li> <li>✓ We require all directors to certify adherence and compliance with our code of ethics every year</li> </ul>   |
| <p><b>Leadership and development</b></p> <ul style="list-style-type: none"> <li>✓ We have an annual strategic planning meeting with the board and management separate from regular board meetings</li> <li>✓ We monitor board succession requirements, and maintain a skills matrix for directors</li> <li>✓ The board has a formal annual assessment process</li> <li>✓ We offer an orientation and continuing education program for directors</li> </ul>  | <p><b>Diversity and succession</b></p> <ul style="list-style-type: none"> <li>✓ We have a board diversity policy</li> <li>✓ 36% of our directors are women</li> <li>✓ Our majority voting policy complies with the TSX rules</li> <li>✓ We limit directors to a term of 15 years under our tenure policy (unless previously vested in accordance with the policy)</li> </ul>   |
| <p><b>Shareholder engagement and alignment</b></p> <ul style="list-style-type: none"> <li>✓ We have adopted shareholder engagement principles</li> <li>✓ We require directors and executives to meet equity ownership guidelines, and directors receive at least 50% of the annual board retainer in deferred share units until they reach the ownership target to align interests with those of our shareholder</li> <li>✓ We have an annual advisory vote on executive compensation</li> <li>✓ We have updated our corporate social responsibility plan and its positioning regarding ESG (Environmental, Social and Governance) criteria</li> </ul>  | <p><b>Risk oversight</b></p> <ul style="list-style-type: none"> <li>✓ We have a risk management policy and risk control is carried out by the board and supported by the committees</li> <li>✓ We have a Investment and Risk Management Committee</li> <li>✓ There are no pensions or stock options for non-executive directors</li> <li>✓ We have an incentive compensation clawback policy</li> <li>✓ No hedging or monetizing of Boralex securities, including equity-based awards</li> </ul> |

## 5.2 Our Board of Directors

The role of the board is to oversee, control and assess the management of Boralex's business activities and internal affairs in the paramount interests of the Corporation and its shareholders, as set out in its mandate. You can read about the board's responsibilities in more details beginning on page 59, where you will find a copy of the board's mandate on page 76. The board carries out its responsibilities directly and through its five standing committees.

Other than the current and former President and Chief Executive Officer, all our directors and all members of the board's standing committees are independent. This structure allows for effective supervision of all aspects of our operations and to act in the best interest of Boralex.

A mix of skills, experience and personal qualities is essential to form a board of directors that provides appropriate oversight and makes effective decisions. The board frequently reviews its size and composition with the assistance of the Nominating and Corporate Governance Committee and may, in accordance with the Corporation's Articles, appoint new directors to the board between annual meetings. You can read more about competencies and experience of our directors beginning on page 66.

**Other than the current  
and former President and  
Chief Executive Officer,  
all our directors are  
independent**

### In Camera Sessions

In camera sessions are systematically held before or after each regular and special board and committee meeting without members of management present to facilitate open and candid discussion. In addition, a special in camera session meeting reserved exclusively for independent directors is also held at least once a year. These meetings are chaired by the board chair.

### Board Chair

The board chair provides independent board leadership and oversight. The position description of the board chair is set out in Schedule D to this circular.

### Shareholder Engagement Principles

Our board believes that interaction with shareholders is good corporate governance and promotes greater transparency. On February 27, 2020, the board adopted shareholder engagement principles. These principles describe how shareholders can communicate with the board and management, and are available on our website ([www.boralex.com](http://www.boralex.com)). If you have any questions relating to corporate governance practices, you may send them to the Chairman at the following address:

Chairman of the board  
Boralex Inc.  
900 de Maisonneuve Blvd. West  
Montréal, Québec H3A 0A8  
Canada  
Email: [conseil\\_administration@boralex.com](mailto:conseil_administration@boralex.com)

## 5.3 Standing Committees

The board has five standing committees to help carry out its responsibilities:

- Audit Committee
- Nominating and Corporate Governance Committee
- Human Resources Committee
- Environment, Health and Safety Committee
- Investment and Risk Management Committee.

Each committee is made up entirely of independent directors. It is up to the Chairman, in collaboration with the Nominating and Corporate Governance Committee, to recommend to the board the members and chairs of the different committees. The members of each committee are selected according to their skills and abilities so that the committees are able to properly discharge the responsibilities entrusted to them by the board.

For each of these committees, the board has adopted a charter that outlines their roles and responsibilities. The board has also drawn a position description for committee chairs. The description is attached as Schedule C to this circular. The committee chairs report to the board, provide updates on the committee's work and make recommendations requiring board approval.

The committees review and, if necessary, update their charters annually. They also conduct an assessment of the committee's performance and effectiveness. Each committee considers the results in developing its priorities and work plan for the following year.

The board and committees may retain outside advisors to receive independent advice, and we pay for the cost of these services.

Committee charters and position description of committee chairs are included in the Corporate Governance Manual, which is available on our website ([www.boralex.com](http://www.boralex.com)). The Audit Committee charter is appended to Boralex's Annual Information Form dated February 24, 2021 and is available on our website ([www.boralex.com](http://www.boralex.com)) or on SEDAR ([www.sedar.com](http://www.sedar.com)).

A summary of the mandate of each committee is presented below.

| Audit Committee  | Nominating and Corporate Governance Committee   | Human Resources Committee  | Environment, Health and Safety Committee  | Investment and Risk Management Committee   |
|--|---|--|---|--|
| <p>The mandate of the Audit Committee is to help the Board of Directors oversee:</p> <ul style="list-style-type: none"> <li>the quality and integrity of Boralex's financial statements and related information</li> <li>Boralex's compliance with legal and regulatory requirements relating to financial statements</li> <li>the auditor's independence, qualifications and appointment</li> <li>the auditor's performance</li> <li>compliance with the internal and financial control systems developed by Boralex</li> <li>Insurance coverage</li> </ul> | <p>The mandate of the Nominating and Corporate Governance Committee is to help the Board of Directors oversee:</p> <ul style="list-style-type: none"> <li>the development and implementation of Boralex's governance guidelines</li> <li>the identification of individuals having the requisite skills to become members of the board</li> <li>the composition of the board of Directors and its committees</li> <li>the development of a process to assess the board, the directors and the board's committees and ensure its enforcement</li> <li>the adoption of policies on the conduct of business, ethics, training of directors and other matters relating to Boralex's social responsibility</li> </ul> | <p>The mandate of the Human Resources Committee is to help the Board of Directors oversee:</p> <ul style="list-style-type: none"> <li>the compensation, appointment and assessment of executive officers</li> <li>the succession planning of executive officers</li> <li>the review and recommendation of the compensation to be paid to directors of Boralex</li> </ul> | <p>The mandate of the Environment, Health and Safety Committee is to help the Board of Directors oversee:</p> <ul style="list-style-type: none"> <li>the development and enforcement of environmental, health and safety policies, procedures and guidelines</li> <li>the assessment of environmental, health and safety practices</li> </ul> | <p>The mandate of the Investment and Risk Management Committee is to help the Board of Directors oversee:</p> <ul style="list-style-type: none"> <li>the investment strategies, transactions and proposed transactions to ensure they are in line with the strategic plan</li> <li>the management of risks and resources related to investment strategies, transactions and proposed transactions</li> <li>reporting on the implementation of investment strategies and on the retrospective analysis of transactions and proposed transactions</li> </ul> |

## 5.4 Board Roles and Responsibilities

In addition to reviewing and approving our financial statements, major investments, raising capital, significant acquisitions or divestitures, the board is responsible for, among other things, approving our strategy, monitoring risks and succession planning.

### 1 - Promotion of a Culture of Integrity and Ethical Behavior

The board and management foster a culture of integrity and ethical behaviour.

Our Code of Ethics, adopted in 2000 and last updated in 2018, applies to all directors, officers, and permanent and contract employees and sets out the importance of Boralex's values, ethics in the work place and our business relationships, avoiding conflicts of interest, protecting our assets and to prompt reporting of illegal or unethical behaviour.

All directors, officers and permanent and contract employees have a duty to comply with the Code and to report any incident or file a complaint if they suspect fraud or unethical behaviour or wrongdoing, including accounting, auditing or internal controls, without fear of retaliation for any report made in good faith. Reports and complaints can be made anonymously.

A website and an ethics hotline, independent of Boralex, are available and accessible 24 hours a day, 7 days a week. All reports received or complaints filed are forwarded to the person designated by Boralex and to the Chair of the Audit Committee.

All of our employees can make a complaint or report anonymously using Boralex's independent website or ethics line 24 hours a day, 7 days a week

In 2019, the mandatory ethics training program was reviewed and updated. 100% of directors, officers and employees completed the training and answered a questionnaire using an electronic form. In addition, all new directors, officers and employees are required to complete this training upon hiring. As part of this program, individuals must achieve a minimum score of 100%. If they fail to do so, they must redo the questionnaire. After three failures, a person must meet with his supervisor to ensure that the employee has a good understanding of the ethical rules promoted by Boralex. This training must be renewed every three years.

In 2020, all directors and named executive officers confirmed their adherence and compliance with the Code.

The Code is available on our website ([www.boralex.com](http://www.boralex.com)) or on SEDAR ([www.sedar.com](http://www.sedar.com)).

### Complaint Handling Procedures

The Audit Committee has established procedures regarding the receipt, retention and treatment of complaints received by the Corporation about:

- accounting, internal accounting controls, audit and any other irregularity of a financial nature; and
- any indication tending to show that an activity might constitute fraud, a deliberate error, a false or misleading statement, or a violation of laws or regulations respecting accounting, internal accounting controls or audit.

### 2 - Strategic Planning

The board is responsible for reviewing and approving our strategic plan and its updates to support our vision to be a major player in the renewable energy.

The board and senior management hold an annual meeting dedicated exclusively to strategic planning, where board members and management review Boralex's strategy and discuss emerging trends, the competitive environment, opportunities and risk issues. Management develops the strategic plan as well as the related annual operational plan, including capital expenditures, long-term capital planning and allocation of resource. The strategic plan is subsequently reviewed and approved by the board.

The board receives an update on the progress of the strategy at every regular meeting throughout the year to oversee the implementation of the plan, monitor progress and consider any adjustments to the plan.

Growth, diversification, new customers and optimization are the foundation for the strategic plan. You will find more information about our strategic directions in our annual report which is available on our website ([www.boralex.com](http://www.boralex.com)).



### 3 - Risk Oversight

Our enterprise risk management framework was thoroughly reviewed in 2019 to structure our approach. The board has adopted an Enterprise Risk Management Policy to:

- Provide governance over management and board risk management responsibilities, while ensuring that areas of high business risk are better identified, assessed and managed.
- Provide a comprehensive view of risk exposures and implement strategies to manage them.
- Support the achievement of our strategic objectives.
- Communicate our risk management approach to all our employees such that risk management is at the center of our day-to-day management.

Our enterprise risk management framework was thoroughly reviewed in 2019 to structure our approach

This policy defines the roles and responsibilities of each stakeholder and describes the accountability process based on the degree of criticality of the risk. The Vice President and Chief Financial Officer assumes the responsibilities of Chief Risk Officer and ensures compliance with the policy. An action plan based on risk assessment has been developed to deepen the understanding of certain risks, implement, or improve mitigation measures and establish a risk management culture.

We categorize the risks we face into four principal areas to identify, measure, assess and manage our risk profile: strategic, operational, financial, and corporate.

Management oversees the key risks and the implementation of controls to manage them and regularly assesses whether there are any material weaknesses. An internal certification process promotes management accountability for key risks.

The board looks to the Audit Committee, Investment and Risk Management Committee, Human Resources Committee and Environment, Health and Safety Committee to assist it in overseeing certain areas of risks. Accountability is the responsibility of our Director, Risks and Controls, who reports twice a year to the Audit Committee and once a year to the other committees.

The board is informed annually by the Director, Risk and Controls of the evolution of the risks we face, the measures implemented to control them and the related action plans, as well as their follow-up. An update on the evolution of our principal risks is also presented to the board on a quarterly basis. Management's report to the board includes a risk map and a summary of the highlights of the last quarter, as well as measures to mitigate these risks.

The enterprise-wide information security program, which is overseen by the Information Security and Privacy Governance Committee and includes semi-annual reporting to the Audit Committee, seeks to mitigate information security risks. This program establishes our information and cyber security framework, including governance, policies and standards, and appropriate controls to protect information and computer systems.

The President and Chief Executive Officer and the Vice President and Chief Financial Officer certify our disclosure controls and procedures, annual and quarterly financial statements, among other things, to meet legal and regulatory requirements.

#### **4 - Leadership Development and Succession**

Our human resources committee reviews our approach to human resources, talent management, compensation and succession planning process for senior executives.

##### **Diversity**

Although we do not have a written policy on diversity within management, we recognize the value of women's representation within a group, just like that of the other designated groups, namely Aboriginal peoples, people with disabilities and persons belonging to visible minorities.

We recognize that efforts must be made to increase the presence of people from these groups in key positions. Representation of women and people from other designated groups in senior management will be one of the elements that will be taken into account in the selection of candidates for executive positions, even if no target has been determined for the time being.

**Two women are part of our senior management team, representing 29% of the team**

In 2020, Boralex joined the 4,000 signatories of the Diversity Charter in France to formalize its commitments to diversity and equal opportunity. The Diversity Charter is a text of commitment proposed for signature by any employer in France, who wishes to take a proactive approach to promote diversity and thus go beyond the legal and judicial framework of the fight against discrimination. With this symbolic act, we are reaffirming and formalizing our commitment made many years ago in silence.

In addition, we have responded to the #ensembleinc (togetherinc) initiative, launched on September 30 by a number of Quebec's economic leaders. It is a call to action for an inclusive economic recovery in which leaders make a concrete commitment to diversity and equity. This initiative resonates with our decision to structure our corporate social responsibility (CSR) approach, one of whose priority issues is "Diversity and Equal Opportunities". More specifically, this issue is defined as the promotion of diversity, inclusion, and the fight against all forms of discrimination at all levels of the Corporation. In this context, we are formally committed to being a promoter of openness and tolerance towards First Nations communities – that is, with our employees – and this formalize our intolerance of all forms of racism, including toward First Nations peoples. In order to pursue and accelerate our efforts in this area, the issue of "Diversity and Equal Opportunity" has been chosen as one of the three priority issues for 2021 in our CSR strategy.

##### **Leadership Development**

In 2020, a talent review exercise was conducted to identify key and critical positions throughout the organization, succession to management team positions and management team interims. A development plan focused on behavioural competencies, combined with group and individual development activities were deployed to all managers in the organization. In 2021, management plans to match employees with high skills with employees who demonstrate a high level of performance.



In addition, management retained the services of the consulting firm Russell Reynolds to create a specific development plan for the senior executives. This plan will be launched in 2021.

## Assessment

We have an assessment process that is based on corporate and individual performance. Each year, the Human Resources committee assess the performance of senior executive officers, including the Chief Executive Officer, and reports its findings to the independent directors. On the recommendations of the Human Resources Committee, the board approves the objectives of the senior executive officer for the coming year. The board also approves compensation decisions for the CEO and other senior executive based on these assessments.

## Management Succession Planning

Our succession strategy is based on promoting talented individuals within the organization and recruiting outside talent to strengthen our capabilities where appropriate and to built diverse perspectives and fresh thinking.

In 2019-2020, the board retained the services of an independent consultant to develop a succession plan for the President and Chief Executive Officer, following which Patrick Decostre, who started out as our first employee in Europe where he spent 18 years building Boralex's footprint and making it France's first independent onshore wind power producer, succeeded Patrick Lemaire in this role.

The human resources committee and the board approve all senior executive appointments.

## 5 - Communications and Shareholder Engagement

### Disclosure policy and practices

The board has adopted a disclosure policy to manage our communications with the financial community, the media and the public in general. The policy ensures that communications are timely, accurate and balanced and widely disseminated in accordance with the laws in effect. It also establishes guidelines for the verification of the accuracy and completeness of disclosed information and other guidelines on various matters, including material information, press releases, conference calls, electronic communications and rumours.

The Audit Committee is responsible for overseeing and monitoring our disclosure processes, including Boralex's disclosure policy.

The board reviews and approves our financial statements, management's discussion and analysis (MD&A), earnings releases, annual information form, and other material disclosure based on the review and recommendation of the audit committee.

### Engagement

We engage with our stakeholders because, as we believe that engaging and communicating directly with shareholders and other stakeholders is important for providing timely and meaningful feedback.

In 2020, despite the particular situation related to COVID-19 pandemic, we continued and even intensified meetings with our shareholders and potential investors. We first followed up on the measures in place to ensure that our operations are maintained during the COVID-19 pandemic and presented the achievements related to our strategic plan. Boralex representatives participated in five industry conferences and six days of meetings during the fiscal year. In total, more than 100 shareholders and potential investors were met directly, in addition to the many investors who participated in the 8 group calls organized during these conferences and days. These meetings are excellent opportunities for exchanges between management and investors, providing a clear understanding of the issues and opportunities raised by investors and illustrating the Corporation's initiatives to address them. Finally, during the fiscal year, three new Canadian brokerage firms initiated coverage of Boralex, bringing the number of firms covering Boralex through their analysis and research work to 11.

As part of our engagement, a broad range of matters were discussed with our stakeholders throughout the year, including:

- Project development in accordance with our strategic planning
- Appointment of our new President and Chief Executive Office
- ESG in depth discussion regarding how our shareholders are integrating environment, social, and governance factors in the investment decision -making

## Corporate Social Responsibility

The participatory aspect of the process of structuring Boralex's Corporate Social Responsibility (CSR) ambitions undertaken in 2020 also reflects the importance of stakeholders in the Corporation's way of doing business.

Through a selection of 18 issues relevant to Boralex's business, the Corporation questioned a representative panel of its various stakeholders (21 qualitative interviews conducted) on their perceptions and expectations regarding its extra-financial performance. These stakeholders include investors, communities (municipalities, non-governmental organizations) and employees. This exercise, carried out during the year 2020, resulted in the production of a materiality matrix highlighting the most significant sustainability issues for the Corporation's stakeholders. Combined with the mapping of the extra-financial risks inherent in Boralex's operations, these matrices identified ten priority issues, grouped into three areas of commitment, on which the Corporation is committed to intensify its efforts until 2025. The execution of this plan is integrated with the execution of Boralex's strategic plan in the same way as the achievement of financial objectives, thus demonstrating Boralex management's commitment to CSR.

Supported by the board through its Nominating and Corporate Governance Committee as well as by the Executive Committee, Boralex's employees contributed significantly to the creation of the CSR approach during several workshops in fiscal 2020. Their expertise helped define Boralex's ambition for 2025 for each of the ten priority issues.

## Say on Executive Pay

This year shareholders will again have an opportunity to have a say on our approach to executive pay. This is an advisory vote, so the results are not binding. The board will, however, take into account the together with the feedback received from other shareholder engagement activities, when making decisions about compensation policies, procedures and executive pay in the future.

## Shareholder Proposals

Shareholders can submit proposals to be considered at an annual meeting and included in our circular. The deadline to present a proposal for its inclusion in the circular relating to next year's Annual Meeting of the Shareholders is December 3, 2021. The nominating and corporate governance oversees this process.

## 5.5 Serving as a Director

In performing their duties, the board expects directors to act honestly, in good faith and in the best interests of Boralex and to exercise the degree of care, diligence and skill that a reasonable person would exercise.

A director must commit the necessary time to their duties as a director and we expect them to attend all their meetings except in extenuating circumstances. We compensate directors appropriately and our fee schedule is competitive with the market. See page 28 for more details.

Directors who receive more withheld votes than for votes in an uncontested election must submit their resignation. See page 18 for more details about our majority voting policy.

## Serving on other Boards

We have not set a limit on the number of public board of directors on which our directors may serve. However, the nominating and corporate governance committee reviews board interlocks every year and could make recommendations to the board if it considered that a director serves on too many boards.

## Integrity

In addition to complying with our code of business conduct and ethics, directors are required to follow rules established to ensure they exercise independent judgment and avoid conflicts of interest. The directors are informed of their obligation to disclose conflicts of interest and the board ensures that no director takes part in the discussion of a topic with respect to which the director has a material interest or exercises his or her voting right in this respect.

## Ownership Requirements

We require directors to hold equity in Boralex to help align their interests with those of our shareholders. All non-management directors must hold shares or deferred share units having a value equal to three times their annual retainer as a member of the board. Directors are expected to meet ownership requirements within three years of joining the board. To facilitate equity ownership, all non-management directors receive at least 50% of their annual retainer in the form of deferred share units until such time as the requirements are met. Mr. Decostre has separate ownership requirements as President and CEO. See page 43 for details.

## Term Limits

We do not impose any mandatory retirement age, but independent directors who receive position annual performance assessments may serve on our board for up to 15 years. Under the Director Tenure Policy, the years during which a director was also President and Chief Executive Officer do not count for the purpose of calculating a director's term of office. This renewal mechanism ensures a balance between the benefits of experience and the contribution of new perspectives to the board, while maintaining the requisite continuity and allowing for the harmonious transition of the duties and responsibilities of the board and of its committees.

On an exceptional basis and upon recommendation of the Nominating and Corporate Governance Committee, the policy allows the board to authorize a director whose term has reached the maximum term to stand for re-election to board for an additional year.

## Independence

Every year, the Nominating and Corporate Governance Committee and the board examine the independence of each director based on the definition of "independence" set out under section 1.4 of Regulation 52-110 respecting Audit Committees. A director is independent if the individual doesn't have a direct or indirect material relationship with Boralex that could reasonably interfere with the exercise of a director's independent judgment. Other than the actual and former President and Chief Executive Officer, all of the directors are independent.

In addition, all members of the Audit Committee meet the requirements regarding the independence of audit committee members pursuant to Regulation 52-110 respecting Audit Committees. No member of the Audit Committee accepted, directly or indirectly, any remuneration for consulting or advisory services or remuneration from Boralex in 2020, other than his or her compensation as director.

## Auditor Independence Policy

The Audit Committee has implemented an external auditor independence policy which governs all the aspects of Boralex's relationship with its external auditor, including:

- the establishment of a process to determine if various audit and other services rendered by the external auditor compromise its independence;
- the determination of the services which the external auditor may or may not render to the Corporation and its subsidiaries;
- the pre-approval of all services to be provided by the external auditor to the Corporation or its subsidiaries;
- the establishment of rules to be followed when hiring current or former employees of the external auditor in order to ensure that the auditor's independence is maintained.

## Independent Chairman

The board chair must be an independent director. The board chair is appointed each year by the directors. The board appointed Alain Rhéaume to the role of Chairman on March 9, 2017. Mr. Rhéaume has never been a Boralex employee.

The Chairman is responsible for providing leadership to the board, encouraging open discussion and debate, overseeing performance and guiding deliberations on strategic and policy matters. The Chairman has frequent discussions with senior management, sets the board meeting agendas and participates in committee meetings whenever he or she deems it necessary or useful. The Chairman works closely with the nominating and corporate governance committee on all governance matters. The Chairman's position description is set out in Schedule D to this circular.

## Diversity

The board and management believe in diversity and values the benefits diversity can bring to the board and to the senior management. On March 1, 2018, on the recommendation of the Nominating and Corporate Governance Committee, the board adopted a Diversity Policy.

This policy provides that the Nominating and Corporate Governance Committee, which is responsible for recommending potential nominees to the Chair of the board, consider nominees on the basis of merit, using objective criteria and taking into account diversity and the needs of the board, including gender. Any recruiting firm hired to assist the Nominating and Corporate Governance Committee in identifying candidates for election as directors will be specifically directed to include candidates issued from diversity, including women. This policy is

silent, however, in respect to the other designated groups, namely Indigenous peoples, persons with disabilities and persons belonging to visible minorities (collectively with women, the “**Designated Groups**”).

The proportion of women on the board reached 40% in May 2020. Considering the appointment of the current President and Chief Executive Officer as a director and the fact that the former President and Chief Executive Officer remains a director, this rate will decrease to 36% in 2021. There are currently 2 women among the 7 senior executive officers of the Corporation (29%). These women hold the positions of Vice President, Public and Corporate Affairs and Vice President, Talent and Culture.

To the best of the Corporation’s knowledge, there are no persons from the other Designated Groups among the Corporation’s directors or senior management.

No specific targets have been set for the nomination of members of Designated Groups among directors or senior management, but the Corporation is committed to supporting initiatives aimed at identifying candidates forming part of the Designated Groups who have a broad range and variety of skills, qualifications, capabilities, talents, insights and professional and life experiences. While consideration of the number of individuals from the Designated Groups who are members of the Corporation’s board of directors and members of senior management will continue to be a component of the selection process, the necessity of obtaining the right synergy and balance among directors and senior management so as to optimize the Corporation’s ability to meet the challenges it faces is paramount.

## Skills and Experience

The Nominating and Corporate Governance Committee determines the qualities, skills and experience requires to be members of the Boralex board. A competency grid has been developed to identify gaps, if any.

The table below sets out the age, the number of years in office and the five core skills of each director.

| NAME            | AGE                |               |               | MANDATE WITHIN BORALEX |                         |                              | FIVE CORE SKILLS <sup>1</sup>                 |                                     |                                    |                                       |                 |            |                 |  |   |                        |
|-----------------|--------------------|---------------|---------------|------------------------|-------------------------|------------------------------|---|-------------------------------------|------------------------------------|---------------------------------------|-----------------|------------|-----------------|--|---|------------------------|
|                 | LESS THAN 60 YEARS | 60 – 69 YEARS | 70 – 75 YEARS | 0 – 5 YEARS OF SERVICE | 6 – 10 YEARS OF SERVICE | 11 AND MORE YEARS OF SERVICE | RENEWABLE ENERGY / ENGINEERING AND TECHNOLOGY | PROJECT MANAGEMENT – INFRASTRUCTURE | GOVERNMENT RELATIONS / ENVIRONMENT | CAPITAL MARKETS / FINANCIAL REPORTING | HUMAN RESOURCES | GOVERNANCE | RISK MANAGEMENT | SENIOR EXECUTIVE LEADERSHIP OF LARGE ORGANIZATIONS | BOARD EXPERIENCE OF LARGE ORGANIZATIONS | INTERNATIONAL BUSINESS |
| Independent     |                    |               |               |                        |                         |                              |   |                                     |                                    |                                       |                 |            |                 |  |   |                        |
| A. Courville    |                    | √             |               | √                      |                         |                              |   |                                     | √                                  |                                       |                 | √          |                 | √  | √                                       | √                      |
| L. Croteau      | √                  |               |               | √                      |                         |                              | √   |                                     | √                                  |                                       |                 | √          | √               | √  | √                                       |                        |
| G. Deschamps    | √                  |               |               | √                      |                         |                              | √   | √                                   |                                    |                                       |                 | √          | √               |  |   | √                      |
| M.-C. Dumas     | √                  |               |               | √                      |                         |                              | √   | √                                   |                                    |                                       | √               |            |                 | √  |   | √                      |
| M. Giguère      |                    | √             |               | √                      |                         |                              |   |                                     |                                    | √                                     | √               | √          | √               | √  |   |                        |
| E. H. Kernaghan | √                  |               |               |                        |                         | √                            | √   |                                     |                                    | √                                     | √               | √          |                 |  | √                                       |                        |
| Y. Rheault      |                    |               | √             |                        |                         | √                            | √   | √                                   |                                    | √                                     |                 |            | √               |  |   | √                      |
| A. Rhéaume      |                    | √             |               |                        | √                       |                              |   |                                     | √                                  |                                       | √               | √          |                 | √  | √                                       |                        |
| D. St-Pierre    | √                  |               |               | √                      |                         |                              | √   |                                     | √                                  | √                                     |                 | √          |                 |  |   | √                      |
| Not independent |                    |               |               |                        |                         |                              |   |                                     |                                    |                                       |                 |            |                 |  |   |                        |
| P. Lemaire      | √                  |               |               |                        |                         | √                            | √   | √                                   |                                    |                                       | √               |            | √               | √  |   |                        |
| P. Decostre     | √                  |               |               | √                      |                         |                              | √   | √                                   |                                    |                                       | √               |            | √               | √  |   |                        |

1 Definition of skills

|   |   |
|---|---|
| Renewable Energy / Engineering and Technology | <ul style="list-style-type: none"> <li>Senior management or other experience in the renewable energy sector</li> <li>Senior management experience or other experience with respect to renewable energy engineering and/or current and evolving technologies (including information technology) related thereto</li> </ul>   |
| Project Management - Infrastructure           | <ul style="list-style-type: none"> <li>Senior management experience with responsibility for managing large projects</li> </ul>  |
| Governmental Relations / Environment          | <ul style="list-style-type: none"> <li>Experience in governmental relations and/or knowledge and understanding of governmental policies in Boralex's current markets</li> <li>Experience in environmental issues and/or knowledge and understanding of environmental matters, more specifically in the countries in which Boralex operates</li> </ul>   |
| Capital Markets / Financial Reporting         | <ul style="list-style-type: none"> <li>Experience in the area of M&amp;A, finance and/or capital markets in the context of important operations and/or projects made by large corporations</li> <li>Experience or understanding of financial accounting, presentation of financial reporting and corporate finance and comprehension of internal financial controls, Canadian GAAP / International Standards for Financial Information</li> </ul> |
| Human Resources                               | <ul style="list-style-type: none"> <li>Experience or understanding of compensation policies and practices, risks associated with compensation and succession planning</li> </ul>  |
| Governance                                    | <ul style="list-style-type: none"> <li>Experience in governance or understanding thereof</li> </ul>   |
| Risk Management                               | <ul style="list-style-type: none"> <li>Experience in internal risk controls, risk assessment, management and/or risk communication or understanding thereof</li> </ul>  |
| Senior Executive Leadership                   | <ul style="list-style-type: none"> <li>Experience as CEO or senior manager of a large corporation or large organization</li> </ul>  |
| Board Experience                              | <ul style="list-style-type: none"> <li>Experience as board member of a large corporation or large organization</li> </ul>   |
| International Business                        | <ul style="list-style-type: none"> <li>Experience in international affairs, particularly in countries where Boralex wishes to expand</li> </ul>   |

## Director Development

For good corporate governance, directors must exercise their responsibilities with knowledge, know-how and professionalism. All directors must update their knowledge and deepen their understanding of our organization, the market and the regulatory environment in which we operate to be able to carry out their responsibilities effectively. In addition, a period of training and orientation is required to help any new director to contribute significantly to the work of the board.

### Orientation

The Nominating and Corporate Governance Committee has developed an orientation and education program for board members. Directors receive information and have access to a guide in electronic format that provides useful information on our activities and those of the board and its committees. The guide contains, among other things, the Corporate Governance Manual which describes the role, mandate and operating rules of the board and its committees, in addition to the various policies and procedures approved by the board. The Chairman and the Committee Chairs meet with new directors to discuss the role of the board and its Committees and to give them the opportunity to have a frank discussion and ask questions. We also hold a session with members of management to help new directors further develop their understanding of our business, our strategic plan, the competitive environment and our priorities and challenges.

Whether or not they are committee members, all new directors may attend committee meetings, on a voluntary basis for the first 12 months of their term. Finally, a mentor is designated for each new director to facilitate knowledge sharing.

### Continuing Education

Directors meet regularly with management, receive a weekly press review and take part in presentations relating to a particular business unit, facts or new events. An electronic resource center containing various educational documents is available to directors. Finally, directors are also invited to participate in tours of our facilities.

The following table sets out the highlights of our 2020 education program for directors:

| Date              | Subject  | Presenter                                   | Participants  |
|-------------------|--|---|---|
| February 26, 2020 | Insurance  | Aon   | All members of the Audit Committee                          |
| May 1, 2020       | Bat Deterrent System   | Borex – Environment, Health and Safety Team | All members of the Environment, Health and Safety Committee |
| May 4, 2020       | European Renewable Energy Market – The French Perspective                                  | Borex – France Development Team             | All members of the board                                    |
| May 4, 2020       | Renewable Energy Market – Market Developments and M&A Activities in North America          | Borex – North America Development Team      | All members of the board                                    |
| August 4, 2020    | Milan Royal Deterrent Systems  | Borex – France Operation Team               | All members of the Environment, Health and Safety Committee |
| August 4, 2020    | Corporate Social Responsibility  | Borex – Corporate Team                      | All members of the Environment, Health and Safety Committee |
| August 6, 2020    | European Renewable Energy Market – The French Perspective (Update)                         | Borex – France Development Team             | All members of the board                                    |
| August 6, 2020    | Renewable Energy Market – Market Developments and M&A Activities in North America (Update) | Borex – North America Development Team      | All members of the board                                    |
| August 6, 2020    | Energy marketing (futures market)  | Borex – France Development Team             | All members of the board                                    |
| August 6, 2020    | Energy Market in New York, USA   | Borex – North America Development Team      | All members of the board                                    |



| Date              | Subject                        | Presenter                                   | Participants  |
|-------------------|--------------------------------|---|---|
| November 9, 2020  | Bat Deterrent System in France | Borex – France Operation Team               | All members of the Environment, Health and Safety Committee |
| November 9, 2020  | <i>Safe Start</i> Approach     | Borex – Environment, Health and Safety Team | All members of the Environment, Health and Safety Committee |
| December 14, 2020 | <i>Safe Harbour</i> Strategy   | Borex – Development Team                    | All members of the Investment and Risk Management Committee |

We also encourage directors to participate in outside professional development programs, seminars or other training relevant to their role as directors at our expense.

All directors are members of the Institute of Corporate Directors (ICD) and the National Association of Corporate Directors (NACD), which provide continuing education for directors through publications, seminars and conferences. Some of our directors have obtained certification in the Institute of Corporate Directors (ICD) program or the Collège des administrateurs de sociétés de l'Université Laval.

## Assessment

The Nominating and Corporate Governance Committee is responsible, together with the Chairman, for the annual assessment of the effectiveness of the board and its committees, and the contribution of the directors.

A questionnaire on the board and committees' corporate governance and a self-assessment form have been prepared to conduct the assessment. The questionnaire covers a wide range of topics and allows directors to provide comments and suggestions. The chair of the Nominating and Corporate Governance Committee compiles the responses and suggestions from directors and then communicates the results to the Nominating and Corporate Governance Committee and the Chairman of the board.

The Chairman receives the self-assessment forms and has one-on-one interviews with each director to receive candid feedback on the performance of the board, committees and peer directors for developing the board's priorities for the following year. He then meets with board members to discuss the recommendations and plan the implementation of board priorities for the coming year.

A comprehensive report, together with suggestions for improving the effectiveness of the board, its committees and the effectiveness of individual directors, if any, is prepared by the Chairman and presented to the board as a whole.

## Board Succession

The nominating and corporate governance committee manages board succession in light of the board's overall needs, term limits and retirements. In doing so, the committee takes a long-term, strategic view of board succession, considering the competencies and experience necessary for effective oversight of the company given its operations and strategy as well as its ambitions for the future. It also reviews board composition in light of the annual board assessment results and recommends any changes as appropriate.

## Process

The Board of Directors has established a process which the Chair of the board and the Nominating and Corporate Governance Committee must adhere to before submitting their recommendation to the Board regarding the selection of candidates for board nomination. According to this process:

- the Nominating and Corporate Governance Committee, in consultation with the Chairman, determines the skills, abilities and qualities which the members of the board and of its committees must have in order to understand Borex's activities and to fulfill their mandate and, if need be, updates the skill set. The Nominating and Corporate Governance Committee draws inspiration from criteria pre-approved by the board that take into account the skills and abilities which the board, on the whole, should possess; the skills, abilities and personal qualities of the directors in office; in light of the opportunities available to the Corporation and the risks it incurs, the skills, abilities and personal qualities which new directors must have in order to add value to the Corporation; and the size of the board with a view to increasing the effectiveness of the decision-making process.

- according to the results of the most recent performance evaluation of the directors and of their skills, abilities and personal qualities, the Nominating and Corporate Governance Committee determines the improvements to be made to the director nomination process.
- according to the necessary improvements determined by the Nominating and Corporate Governance Committee and given the criteria for eligibility to serve on the board, such as independence and availability, the Nominating and Corporate Governance Committee, in consultation with the Chairman, conducts research to find candidates having the sought-after skills. If need be, the Nominating and Corporate Governance Committee has recourse to external consultants to assist it in identifying candidates.

Thereafter, the Nominating and Corporate Governance Committee considers prospective candidates on the basis of merit, having regard to the expertise, skills, background, experience and other qualities determined from time to time by the board to be important to support our strategy and operations. It also considers regulatory requirements, such as those relating to independence.

Successful candidates are interviewed by the Nominating and Corporate Governance Committee and the Chairman, committee chairs and other directors, as applicable, and their experience is verified by an independent firm.

to this process and according to the Nominating and Corporate Governance Committee's recommendations, the Chairman submits, for review and approval by the board, a list of prospective nominees for election as director of Boralex at the annual shareholders' meeting.

### Advance Notice By-Law

In 2018, upon the recommendation of the Nominating and Corporate Governance Committee, the board adopted by-law no. 6 relating to the advance notice of nominations of directors of the Corporation (the "**Advance Notice By-Law**"). The Advance Notice By-Law was ratified by the shareholders of the Corporation on May 9, 2018.

The Advance Notice By-Law establishes a framework for advance notice of nominations of directors by shareholders of the Corporation. Among other things, the Advance Notice By-Law sets deadlines by which shareholders must submit a notice of director nominations to the Corporation prior to any annual or special meeting of shareholders where directors are to be elected and sets out the information that a shareholder must include in the notice. The Advance Notice By-Law does not interfere with the ability of shareholders to requisition a meeting or to nominate directors by way of a shareholder proposal in accordance with the *Canada Business Corporations Act*.

To be timely, a shareholder must give a valid notice to the Corporation:

- (i) in the case of an annual meeting of shareholders (including an annual and special meeting), not later than the close of business on the 30<sup>th</sup> day; provided that the meeting must be held at least 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual meeting is made by the Corporation, and not later than the close of business on the 10<sup>th</sup> day following the Notice Date;
- (ii) in the case of a special meeting (which is not also an annual meeting) of shareholders called for any purpose which includes the election of directors to the board, not later than the close of business on the 15<sup>th</sup> day following the day on which the first public announcement of the date of the special meeting is made by the Corporation.

The Advance Notice By-Law authorizes the chair of the meeting to determine whether a nomination was made in accordance with the procedures set forth in the Advance Notice By-Law and, if any proposed nomination does not comply with the Advance Notice By-Law, to declare that such defective nomination shall be rejected. The Board of Directors may, in its sole discretion, waive any requirement of the Advance Notice By-Law.

## Part 6 - Other Important Information

### 6.1 Loans to Directors and Executive Officers

As of February 28, 2021, none of our directors, executive officers or nominees for election as directors had any indebtedness to Boralex or any of our subsidiaries.

### 6.2 Interest of Certain Persons in Matters to be Acted Upon

To the best of our knowledge, other than as disclosed elsewhere in this management information circular, no person or company who is, or at any time during the financial year ended December 31, 2020, was, one of our directors, director nominees, executive officers or any associates or affiliates of these persons has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the meeting other than election of directors.

### 6.3 Interest of Informed Persons in Material Transactions

To the best of our knowledge, other than as disclosed elsewhere in this management information circular, no informed person of the Corporation or proposed director, or any associate or affiliate of any informed person or proposed director, has or had any material interest, direct or indirect, in any transaction since the commencement of our most recently completed financial year or in any proposed transaction that has materially affected us or would materially affect us or any of our subsidiaries, other than the following transactions with the Caisse de dépôt et placement du Québec (“**Caisse**”), which owns common shares of Boralex representing approximately 12.6% of the issued and outstanding shares as at December 31, 2020, or certain parties related to it:

- The Corporation has an office lease contract with Ivanhoé Cambridge, an entity in which the Caisse holds an interest as well.
- On March 29, 2018, CDPQ Revenu Fixe inc., a subsidiary of the Caisse, invested an amount of \$170 million in the form of unsecured subordinated debt with a 10-year maturity. On July 24, 2018, Boralex drew an amount of \$80 million available under Tranche B.
- On July 11, 2018, Boralex closed a private placement of subscription receipts of Boralex to the Caisse for gross proceeds of approximately \$52 million, which includes the full exercise of the private placement option by the Caisse. As part of the review and approval of the private placement by Boralex’s board, the two independent directors appointed by the Caisse to the board did not participate in the debate regarding the private placement and abstained from voting on it.
- On September 14, 2018, Boralex closed the acquisition of all Invenergy’s economic interests in 5 wind farms in Québec for a total cash consideration of \$216 million, subject to post-closing adjustments to the purchase price under the acquisition agreements. The Caisse then indirectly held a 52.4% economic interest in Invenergy. As part of the review and approval of the acquisition by Boralex’s board, the two independent directors appointed by the Caisse to the board did not participate in the debate regarding the acquisition and abstained from voting on it.
- On April 25, 2019, Boralex Europe Sàrl closed the refinancing of a debt totalling \$60 million (€40 million) owed to Cube Hydro-Power SARL (previously Cube Energy SCA) with CDPQ Revenu Fixe Inc., a subsidiary of the Caisse. The credit agreement stipulates a maturity date in five years with repayment of the full amount of the loan on the maturity date. In the context of the review and approval of the refinancing by the board, the two independent directors appointed by the Caisse to the board did not participate in the deliberations on the refinancing and abstained from voting on the matter.
- On December 2, 2020, Boralex closed the acquisition of 49% equity stake held by the Caisse in 3 wind farms in Quebec for a cash consideration of \$121.5 million, which may be supplemented by a conditional consideration of up to \$4 million subject to the settlement of certain future conditions that need to be met. Boralex already held a 51% interest in such 3 wind farms, which was acquired from Invenergy in September 2018 (see above). As part of the review and approval of the acquisition by Boralex’s board, the two independent directors appointed by the Caisse to the board did not participate in the debate regarding the acquisition and abstained from voting on it.

## 6.4 Shareholder Proposals

We will consider proposals from shareholders to include as items in the management information circular for our next annual shareholder meeting. The deadline to submit the proposals is November 28, 2021.

## 6.5 Liability Insurance

We have civil liability insurance for our directors and officers to protect them against claims to which they may be exposed in the performance of their duties as directors and officers of Boralex or our subsidiaries. This insurance provides coverage in respect of liability claims or the reimbursement of amounts already paid in that respect. The policy includes a deductible for each claim.

## 6.6 Additional Information

You can find financial information about Boralex in our 2020 annual report, which includes our audited consolidated financial statements and management's discussion and analysis (MD&A) for the fiscal year ended December 31, 2020. Section "11. Audit committee" of Boralex's Annual Information Form dated February 24, 2021 has information about the audit committee, including the committee mandate. This circular as well as our annual report and annual information form are available on SEDAR ([www.sedar.com](http://www.sedar.com)) and on our website ([www.boralex.com](http://www.boralex.com)) and will be provided promptly and without charge to our shareholders upon request to the Corporate Secretary at 900 de Maisonneuve Boulevard West, 24th Floor, Montréal, Québec, H3A 0A8.

## 6.7 Approval of the Management Information Circular

The board of directors has approved the contents of this circular and authorize us to distribute it to all shareholders of record.

By Order of the Board of Directors

(s) Pascal Hurtubise

**Pascal Hurtubise**

Vice President, Chief Legal Officer  
and Corporate Secretary

Montreal, Quebec  
February 28, 2021

# Schedule A – Summary of Principal Terms of the Shareholder Rights Plan

This summary is qualified in its entirety by reference to the text of the shareholder rights plan agreement entered into on March 1, 2018, between Boralex Inc. (the “**Corporation**”) and Computershare Investor Services Inc., as amended from time to time in accordance with its terms (the “**Rights Plan**”), a copy of which is available on SEDAR at [www.sedar.com](http://www.sedar.com). The Rights Plan became effective on March 1, 2018 (the “**Effective Time**”) and was originally ratified by the shareholders of the Corporation on May 9, 2018. Capitalized terms used in this summary without express definition have the meanings ascribed thereto in the Rights Plan.

## Issue of Rights

The Corporation issued one right (a “**Right**”) in respect of each Class A common share (the “**Shares**”) outstanding at the close of business on the Business Day immediately preceding the Effective Time (the “**Record Time**”). The Corporation will issue Rights on the same basis for each Share issued after the Record Time but prior to the earlier of the Separation Time (as defined below) and the Expiration Time (as defined below).

## Rights Certificates and Transferability

Before the Separation Time, the Rights will be evidenced by the registered ownership of the Shares (whether or not evidenced by a certificate representing such Shares) and the Rights will not be transferable separate from the Shares. From and after the Separation Time, the Rights will be evidenced by separate Rights Certificates which will be transferable separate from and independent of the Shares.

## Exercise of Rights

Rights are not exercisable before the Separation Time. After the Separation Time and before the Expiration Time, each Right entitles the holder (other than holders described below) to acquire that number of Shares having an aggregate Market Price on the date of the occurrence of the Flip-in Event (as defined below) equal to twice the Exercise Price for an amount in cash equal to the Exercise Price (subject to certain anti-dilution adjustments). Effectively, this means that a shareholder of the Corporation, other than an Acquiring Person (as defined below) and certain persons related to such Acquiring Person as further described in the Rights Plan, can acquire additional Shares from treasury at half their Market Price after the Separation Time.

## Definition of “Acquiring Person”

Subject to certain exceptions, an Acquiring Person is a person who is the Beneficial Owner (as defined below) of 20% or more of the outstanding Shares.

## Definition of “Beneficial Ownership”

Under the Rights Plan, a person shall be deemed the “Beneficial Owner” of, and to have “Beneficial Ownership” of, and to “Beneficially Own”:

1. any securities of which such person or any Affiliate or Associate of such person or any other person acting jointly or in concert with such person is the owner in law or equity;
2. any securities as to which such person or any Affiliate or Associate of such person or any other person acting jointly or in concert with such person has the right to acquire upon the exercise of any Convertible Securities or pursuant to any agreement, arrangement or understanding, in each case if such right is exercisable immediately or within a period of 60 days thereafter; and
3. any securities which are subject to a lock-up or similar agreement to tender or deposit them into any Take-over Bid (as defined in the Rights Plan) made by such person or any Affiliate or Associate of such person or any other person acting jointly or in concert with such person.

However, a person is not deemed the “Beneficial Owner” of, or to have “Beneficial Ownership” of, or to “Beneficially Own” securities under the Rights Plan where:

1. such securities have been deposited or tendered pursuant to a Take-over Bid, unless those securities have been taken up or paid for;
2. the holders of such securities have agreed to deposit or tender such securities to a Take-over Bid pursuant to a Permitted Lock-Up Agreement (as defined below);
3. such person is an investment fund or mutual fund manager, a trust company, a statutory body established to manage funds of public bodies, an agent of the Crown for the management of public assets, a pension fund or a pension fund administrator or trustee, as long as such person is not making a Take-over Bid or acting jointly or in concert with a person who is making a Take-over Bid, the whole as more fully described in the Rights Plan and subject to certain exceptions set forth therein; or

4. such person is a registered holder of securities as a result of carrying on the business of or acting as a nominee of a securities depository.

### Definition of “Separation Time”

Separation Time occurs on the tenth trading day after the earlier of the following dates, or such later date as may be determined by the Board of Directors:

1. the first date of public announcement of facts indicating that a person has become an Acquiring Person;
2. the date of the commencement or announcement of the intent of a person to commence a Take-over Bid (other than a Permitted Bid or Competing Permitted Bid (as such terms are defined below)) or such later date as determined by the Board of Directors; and
3. the date on which a Permitted Bid or Competing Permitted Bid ceases to qualify as such; or such later date as determined by the Board of Directors.

### Definition of “Expiration Time”

Provided that the Rights Plan is ratified by the requisite majority of Independent Shareholders of the Corporation at the meeting or any adjournment or postponement thereof, Expiration Time occurs on the date being the earlier of:

1. the time at which the right to exercise Rights is terminated under the terms of the Rights Plan; and
2. the close of business on the date the Rights Plan is first terminated in accordance with its terms and conditions (see “Term of the Rights Plan” below).

### Definition of a “Flip-in Event”

A Flip-in Event occurs when a person becomes an Acquiring Person. Upon the occurrence of a Flip-in Event, any Rights that are beneficially owned by an Acquiring Person or by certain persons related to the Acquiring Person or by persons to whom the Acquiring Person has transferred its Rights will become null and void as a result of which the Acquiring Person’s investment in the Corporation would be greatly diluted if a substantial portion of the Rights are exercised after a Flip-in Event occurs.

### Definition of “Permitted Bid”

A Permitted Bid is a Take-over Bid made by an Offeror (as defined in the Rights Plan) pursuant to a Take-over Bid circular that complies with the following conditions:

1. the Take-over Bid is made to all registered holders of Shares (other than Shares held by the Offeror);
2. the Take-over Bid must contain the following irrevocable and unqualified conditions that no Shares shall be taken up or paid for:
  - (a) prior to the close of business on a date which is not less than 105 days following the date of the bid, or such shorter minimum period as determined in accordance with section 2.28.2 or section 2.28.3 of National Instrument 62-104 – *Take-Over Bids and Issuer Bids* (“**NI 62-104**”) for which a Take-over Bid (that is not exempt from any of the requirements of Division 5 (Bid Mechanics) of NI 62-104) must remain open for deposits of securities thereunder, in the applicable circumstances at such time, pursuant to NI 62-104; and
  - (b) unless, at the close of business on the date Shares are first taken up or paid for under such bid, more than 50% of the then outstanding Shares held by Independent Shareholders shall have been tendered or deposited pursuant to the bid and not withdrawn;
3. unless the Take-over Bid is withdrawn, Shares may be tendered or deposited at any time during the period which applies pursuant to the clause summarized in 2(i)a) above, and any Shares tendered or deposited pursuant to the take-over bid may be withdrawn until taken up and paid for; and
4. if the condition summarized in 2(i)b) above is satisfied, the Offeror may announce publicly the extension of the Take-over Bid for a period of not less than ten days from the date of such public announcement.

### Definition of “Competing Permitted Bid”

The Rights Plan allows a competing Permitted Bid (a “**Competing Permitted Bid**”) to be made while a Permitted Bid is in existence. A Competing Bid must satisfy all the requirements of a Permitted Bid other than the requirement that no Shares shall be taken up and paid for prior to the close of business on a date which is not less than 105 days following the date of the Permitted Bid. The Competing Permitted Bid shall also contain an irrevocable and unqualified condition that no Shares shall be taken up or paid for pursuant to the take-over bid prior to the close of business on the last day of the minimum initial deposit period and that such take-over bid must remain open for deposits of securities thereunder pursuant to NI 62-104 after the date of the take-over bid constituting the Competing Bid.



## Definition of “Permitted Lock-Up Agreement”

A Permitted Lock-Up Agreement is an agreement between a person making a Take-over Bid (the “**Lock-up Bid**”) and one or more holders (each a “**Locked-up Person**”) of Shares pursuant to which such Locked-up Persons agree to deposit or tender Shares to the Lock-up Bid and where the agreement:

1. (a) permits the Locked-up Person to withdraw Shares in order to tender or deposit such Shares to another Take-over Bid (or terminate the agreement in order to support another transaction) that represents an offering price for each Share that exceeds, or provides a value for each Share that is greater than, the offering price or value represented by or proposed to be represented by the Lock-up Bid; or  
(b) permits the Locked-up Person to withdraw Shares in order to tender or deposit such Shares to another Take-over Bid (or terminate the agreement in order to support another transaction) that represents an offering price for each Share that exceeds, or provides a value for each Share that is greater than, the offering price or value, by at least 7%, of the offering price or value that is represented by the Lock-up Bid; and
2. permits the Locked-up Person to withdraw Shares in order to tender or deposit such Shares to another Take-over Bid (or terminate the agreement in order to support another transaction) if the number of Shares to be purchased under such other Take-over Bid or transaction exceeds the number of Shares offered to be purchased under the Lock-up Bid by as much or more than a specified number of Shares not greater than 7% of the number of Shares offered to be purchased under the Lock-up Bid, at an offering price for each Share that is not less than, or provides a value for each Share that is not less than, the offering price or value represented by the Lock-up Bid; and
3. provides for no “break-up” fees, “top-up” fees, penalties, payments, expenses or other amounts that exceed in the aggregate the greater of: (i) the cash equivalent of 2.5% of the price or value payable under the Lock-up Bid to the Locked-up Person, and (ii) 50% of the amount by which the price or value payable under another Take-over Bid or another transaction to a Locked-up Person exceeds the price or value of the consideration that such Locked-up Person would have received under the Lock-up Bid, to be payable, directly or indirectly, by such Locked-up Person pursuant to the agreement if any Locked-up Person fails to tender Shares pursuant thereto or withdraws Shares previously tendered thereto in order to tender such Shares to another Take-over Bid or support another transaction.

## Fiduciary Duties of Directors

The Rights Plan will not detract from or lessen duties of the Board of Directors, including the duty to act honestly and in good faith with a view to the best interests of the Corporation and its shareholders. The Board will continue to have the duty and power to take such actions and make such recommendations to the Corporation’s shareholders as are considered appropriate.

## Redemption of Rights

The Rights may be redeemed by the Board at its option with the prior approval of the shareholders at any time before a Flip-in Event occurs at a redemption price of \$0.000001 per Right. In addition, the Rights will be redeemed automatically in the event of a successful Permitted Bid, Competing Permitted Bid or a bid for which the Board has waived, in accordance with the provisions of the Rights Plan, the operation of the Rights Plan.

## Waiver

Before a Flip-in Event occurs, the Board may waive the application of the “Flip-in” provisions of the Rights Plan to any prospective Flip-in Event which would occur by reason of a Take-over Bid made by a Take-over Bid circular to all registered holders of Shares. However, if the Board waives the Rights Plan with respect to a particular bid, it will be deemed to have waived the Rights Plan with respect to any other Take-over Bid made by Take-over Bid circular to all registered holders of Shares before the expiry of that first bid.

The Board may also waive the “Flip-in” provisions of the Rights Plan in respect of any Flip-in Event provided that the Board has determined that the Acquiring Person became an Acquiring Person through inadvertence and on the condition that such Acquiring Person reduces its ownership to such a level that it is no longer an Acquiring Person.

Other waivers of the “Flip-in” provisions of the Rights Plan will require prior approval of the shareholders of the Corporation.

## Term of the Rights Plan

Provided that the Rights Plan is ratified by the requisite majority of Independent Shareholders of the Corporation at the meeting or any adjournment or postponement thereof, the Rights Plan will be in effect until the date of the Corporation’s annual meeting of shareholders to be held in 2021, unless terminated earlier in accordance with the Rights Plan.

The Rights Plan must be reconfirmed by a resolution passed by the requisite majority of the votes cast by Independent Shareholders at the annual meeting of shareholders of the Corporation to be held in 2021 and at every third annual meeting of shareholders of the Corporation thereafter. If the Rights Plan is not so reconfirmed or is not presented for reconfirmation at such annual meeting, the Rights Plan and all outstanding Rights shall terminate and be void and of no further force and effect on and from the date of termination of such annual meeting.

### **Amending Power**

Except for minor amendments to correct clerical or typographical errors and amendments to maintain the validity of the Rights Plan as a result of a change in any applicable legislation or regulations or rules thereunder, consent of shareholders is required for amendments to the Rights Plan before the Separation Time and consent of the holders of Rights is required for amendments to the Rights Plan after the Separation Time and before the Expiration Time.

### **Rights Agent**

Computershare Investor Services Inc.

### **Rightholder not a Shareholder**

Until a Right is exercised, the holder thereof as such will have no rights as a shareholder of the Corporation.

## Schedule B – Board's Written Mandate

The Board has clearly defined its role and the role of management. The Board's role is to monitor, control and evaluate the management of the business and affairs of the Corporation, in the best interests of Boralex and its shareholders. Management's role is to manage the Corporation's day-to-day activities in order to attain this objective. Management is responsible for preparing and implementing the Corporation's strategic plan, which, however, must first be submitted to the Board for approval.

The Board approves all matters expressly within its jurisdiction hereunder, under the *Canada Business Corporations Act* and any other applicable law, as well as under the Articles and By-laws of the Corporation. The Board may, if permitted by applicable laws, delegate some of its powers to the committees of the Board. Recommendations made by the committees of the Board are generally subject to Board approval.

As part of its stewardship responsibility, the Board advises management on important business matters and has the following responsibilities:

### **A. Strategy**

- Adopt a strategic planning process; approve and review, at least annually, a strategic plan that takes into account, among other things, the opportunities and risks of the business, and monitor the implementation of such plan by management.

### **B. Financial matters, risk management and internal controls**

- Ensure the implementation of appropriate risk assessment systems to identify and manage the principal risks of the Corporation's business;
- Ensure the integrity of the Corporation's internal accounting controls and management information systems;
- Adopt a disclosure policy and regularly review such policy;
- Establish a process for receiving comments from shareholders and other stakeholders of Boralex;
- Approve annual operating and capital budgets, the issuance of securities and any material transactions outside the course of normal business, including i) any acquisition or sale of assets or businesses whose price exceeds \$10 million, ii) any unbudgeted acquisition of tangible assets exceeding \$5 million, iii) any form of debt exceeding \$10 million, and iv) any transaction with a related party;
- Approve annual and interim consolidated financial statements and related reports, including any other documents relating to continuous disclosure required under Canadian Corporate Governance Standards.

### **C. Human resources and succession planning**

- Appoint, evaluate and fix the compensation and conditions of employment of the Corporation's officers taking into consideration the Board's expectations and objectives;
- Ensure Boralex has a process in place that provides for the training, development and retention of corporate officers (succession plan).

### **D. Governance matters**

- Monitor the size and composition of the Board and its committees to favour effective decision-making;
- Approve the Board nominees for election by shareholders and fill Board vacancies;
- Ensure, to the extent possible, that the Chief Executive Officer and other executive officers are ethical and create a culture of integrity within Boralex;
- Develop a vision for governance by adopting, among other things, a set of principles and guidelines on governance, and reviewing, as required, the Corporation's Governance Manual;
- Propose an orientation program for new directors to the Board and offer continuing education for all directors in accordance with the Governance Manual;
- Describe the Board's expectations and the responsibilities of each director with respect to attendance at Board meetings as well as the time and energy to be devoted to them;
- Ensure regular assessment of the performance and effectiveness of the Board, its committees and individual directors, and fix their compensation;
- Take all reasonable steps to ensure the highest level of ethics, including reviewing the Code of Ethics applicable to the directors, officers, staff and consultants of the Corporation, monitor compliance with such Code, approve

any waiver of compliance with the Code for directors and officers, and ensure appropriate disclosure of any such waiver in accordance with the provisions of the Code or applicable legal requirements.

**E. Environment, health and safety**

- Monitor and review, as the case may be, the Corporation's environmental and health and safety policies and practices.

Board members are expected to act honestly, in good faith and in the best interests of the Corporation in performing their duties and to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

The Board may, from time to time, hire independent advisors and experts to help it perform its duties.

Once a year, the Board reviews the adequacy of its mandate.

## Schedule C – Description of the Responsibilities of the Chairs of Board Committees

The primary role of each committee chair is to take all reasonable steps to ensure the committee fully executes its mandate.

The responsibilities of the committee chair include the following:

### **A. Leadership and effectiveness of the committee**

- Take all reasonable steps to ensure the committee works as a cohesive group and exercise the necessary leadership in this regard;
- Take all reasonable steps to ensure that the resources available to the committee are adequate to support its work;

### **B. Management**

- Preside over committee meetings;
- Set the agenda of committee meetings, in consultation with the Corporate Secretary;
- Adopt procedures allowing the committee to conduct its work effectively and efficiently;
- Take all reasonable steps to ensure that the conduct of committee meetings encourages discussion and provides sufficient time for serious, in-depth discussion of the business under consideration;
- Ensure the committee fully exercises its responsibilities.

# Schedule D – Description of the Responsibilities of the Chair of the Board

The Board Chair is a director appointed by the Board. The primary role of the Board Chair is to take all reasonable steps to ensure the Board effectively fulfills its responsibilities and clearly understands and respects the boundaries between Board and management responsibilities.

The responsibilities of the Board Chair include the following:

## **A. Board leadership and effectiveness**

- Take reasonable steps to ensure the Board works as a cohesive group and exercise the necessary leadership in this regard;
- Take reasonable steps to ensure that the resources available to the Board (in particular timely and relevant information) are adequate to support its work.

## **B. Management**

- Preside over Board and shareholder meetings;
- Set the agenda of Board meetings in consultation with the President and Chief Executive Officer and the Corporate Secretary;
- Regularly review with the Nominating and Corporate Governance Committee the size and composition of the Board and its committees to favour effective decision-making;
- Recommend committee chairs to the Board, in consultation with the Nominating and Corporate Governance Committee;
- Take all reasonable steps to ensure that sufficient time is allotted at Board meetings for serious, in-depth discussion of the business under consideration;
- Adopt procedures allowing the Board to conduct its work effectively and efficiently.

## **C. Communication**

- Ensure a constructive relationship between the Board and management by working closely with the President and Chief Executive Officer and the Corporate Secretary to take all reasonable steps to foster a healthy governance culture;

In consultation with the Nominating and Corporate Governance Committee, develop a skills matrix for Board membership.



# What does positioning for sustainable growth mean?

Although eclipsed by the pandemic, the climate crisis remains unresolved. We must therefore leverage everyone's strengths to drive the essential global energy transition. Collaborating and contributing to the decarbonization of the world's economies and business activities is the only way forward. A leadership that Boralex, as a private producer of renewable energy, is able to exemplify with its partners with skill and passion. Because Boralex is, above all:

## A team that believes in the need to accelerate the energy transition

The women and men who make up Boralex are dedicated to providing clean energy solutions to governments, businesses and communities, adapting its wind, solar, hydroelectric and storage projects to local communities, and maximizing economic benefits.

## A socially responsible investment

Boralex has an ambitious strategic plan to grow, diversify, optimize, as well as expand its customer base to keep generating value for its shareholders. Its continued success and responsible management give it the means to pursue its ambitions, making it a high-potential investment.

## An inclusive and collaborative culture

Fostering a creative, supportive and open work environment naturally promotes innovation. In addition, a sense of belonging and valuing differences make Boralex an ideal place for top talent to fulfill their potential and contribute to a greener, more sustainable future.

## General Information

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