



**Capital Power Corporation
(the “Corporation”)**

BOARD DIVERSITY POLICY

Capital Power recognizes and embraces the benefits of having a diverse Board of Directors, and sees increasing diversity at the Board level as an essential element in maintaining our competitive advantage. A truly diverse Board will include and make good use of differences in the skills, regional and industry experience, background, gender and other qualities of Directors. These differences will be considered in determining the optimum composition of the Board and when possible should be balanced appropriately. All appointments to Capital Power’s Board are made on merit, in the context of the skills and experience the Board as a whole requires to be effective.

The Board Corporate Governance, Compensation & Nominating Committee (‘the Committee’) reviews and assesses Board composition on behalf of the Board and recommends the appointment of new Directors. The Committee also oversees the conduct of the annual review of Board effectiveness.

- In reviewing Board composition, the Committee will consider the benefits of all aspects of diversity including, but not limited to, those described above, in order to maintain an appropriate range and balance of skills, experience and background on the Board.
- In identifying suitable candidates for appointment to the Board, the Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity and will (i) require that the slate of candidates presented to the Committee in every search for new Directors include at least 50% women, and (ii) give extra weight to qualified female candidates. It is our goal to have women comprise no less than 30% of our Board of Directors, and 30% of our executive team.
- As part of the performance evaluation of the effectiveness of the Board, Board Committees and individual Directors, the Committee will consider the balance of skills, experience, independence and knowledge of Capital Power on the Board and the diversity of the Board annually.