



Renewable Energy.
Sustainable Development.

INNERGEX RENEWABLE ENERGY INC.

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

May 9th, 2023 at 4 p.m. (Eastern Time)

RULES OF CONDUCT AND PROCEDURES

Welcome to the Annual General and Special Meeting of Shareholders (the “**Meeting**”) of Innergex Renewable Energy Inc. (the “**Corporation**”). We wish to conduct a fair and informative Meeting.

Kindly respect the following Rules of Conduct and Procedures.

1. Our Corporation’s bylaws describe requirements for our shareholders’ meetings and the Chair of the Meeting will conduct the meeting consistent with those requirements.
2. We will strictly follow the Agenda as we conduct the Meeting. The business items to be conducted at the Meeting are the items set forth in the Management Information Circular and Notice of Annual General and Special Meeting of Shareholders dated April 3rd, 2023.
3. Only registered shareholders (and duly appointed proxyholders) who have held shares as of the close of business on the record date of March 31st, 2023 are eligible to vote while participating in the virtual Meeting by logging into the webcast at <https://meetnow.global/MZUGYDV>. If you are a Shareholder, please login as a Shareholder by entering 15-digit control number you received with your proxy materials. If you are a proxyholder, please login as a Proxyholder by entering the exact name of the shareholder you are representing and the proxyholder identification number. If you have voted your shares prior to the start of the Meeting, your vote has been received by the Corporation’s scrutineers and there is no need to vote those shares during the Meeting, unless you wish to revoke or change your vote.
4. The polls will be open at the end of the presentation of all the items to be addressed during the formal part of the Meeting. The Chair of the Meeting will clearly indicate opening and closure of the polls.
5. Only registered Shareholders and duly appointed proxyholder (includes non-registered Shareholders and holders of Employee Shares who have duly appointed themselves as proxyholder) are permitted to ask questions by typing a question into the Q&A tab, then click the submit arrow below the typed question to submit during the Meeting.
6. When you address the Meeting, be as brief and to the point as possible, in order to respect both time constraints and others.

7. The Corporation is also providing a toll-free conference call for Shareholders that do not have internet access or that prefer that method to listen to the Meeting as an alternative to the webcast. To join the conference call, you must dial 1 800 715-9871 (Canada and U.S. Toll-Free) you will be asked to provide the Conference ID number: 6067475, as well as your first and last name. Please note that you will not be able to vote your shares or ask questions via the conference call during the Meeting, you will have to use the online webcast for that purpose if you have not done so in advance of the Meeting.
8. Guests will be able to attend the Meeting by joining the live webcast as a guest at <https://meetnow.global/MZUGYDV> or by joining the conference call, but they will not be able to submit questions or vote.
9. If a shareholder has a question about one of the items in the Agenda to be voted on by the shareholders at the Meeting, such question may be submitted in the field provided in the web portal, at the latest before the end of the formal part of the Meeting. We will answer questions on any items in the Agenda to be voted on by the shareholders at the Meeting before the voting is closed.
10. Following the end of the formal part of the Meeting, the Corporation's President and Chief Executive Officer will give a speech about the Corporation's business. At the conclusion of this speech, the Corporation will address appropriate general questions from shareholders regarding the Corporation. Such questions may be submitted in the field provided in the web portal during the Meeting.
11. To allow us to answer questions from as many shareholders as possible, we will limit each shareholder to one question at a time. It will help us if questions are succinct and cover only one topic per question. Questions from multiple shareholders on the same topic or that are otherwise related may be grouped, summarized and answered together. Any questions we do not get to during the Meeting will be answered on the Corporation's website at www.innergex.com.
12. Shareholders' questions are welcome, but conducting the business set out in the Agenda for the benefit of all shareholders will be paramount. The Corporation does not intend to address any questions that are, among other things:
 - irrelevant to the business of the Corporation or to the business of the Meeting;
 - related to material non-public information of the Corporation;
 - related to personal grievances;
 - derogatory references to individuals or that are otherwise in bad taste;
 - repetitious statements already made by another shareholder;
 - in furtherance of the shareholder's personal or business interests; or

- out of order or not otherwise suitable for the conduct of the Meeting as determined by the Chair or Secretary of the Meeting in their reasonable judgment.
13. If there are any matters that concerns a shareholder and not of general concern to all shareholders, or if a question posed was not otherwise answered, such matters may be raised separately after the Meeting by contacting Yves Baribeault, Chief Legal Officer and Secretary at (450) 928-2550 Ext. 1230 or by email at ybaribeault@innergex.com.
 14. Recording of the Meeting is prohibited. A webcast playback will be available on the Corporation's website under the Investors section 24 hours after the completion of the Meeting.
 15. In the event of technical malfunction or other significant problem that disrupts the Meeting, the Chair of the Meeting may adjourn, recess, or expedite the Meeting, or take such other action that the Chair determines is appropriate considering the circumstances.

Thank you for your cooperation and for joining the Meeting of shareholders of the Corporation.