

Dear Shareholders,

For the better part of the last year, the Board of Directors (the “**Board**”) of Ascendant Group Limited (“**Ascendant**” or the “**Company**”) has worked diligently to assess strategic alternatives for the Company. Engaging Guggenheim Securities, LLC for financial advice and Clifford Chance LLP and Appleby (Bermuda) Limited for legal advice, the Board evaluated a variety of options and, as announced on 1 April 2019, ultimately agreed to pursue a sale of the Company.

**The Board proposes a sale of the Company.** The Board evaluated all of the strategic alternatives that would achieve the main objective of delivering the greatest positive impact for all our stakeholders. For you, our shareholders, the Board sought to deliver an excellent return on your investment in Ascendant. For our customers, the Board had to ensure long term stability of electricity prices with a clear path to reducing these prices over time. For our employees, the Board’s goal was to enable continuity of employment as well as growth and advanced learning opportunities in their jobs. And, for the community, it meant integrating more renewables, conservation and battery storage into Bermuda’s energy mix.

After a robust process, which included proposals from a number of world-class, globally recognized institutions, the Board has accepted the proposal of **Algonquin Power & Utilities Corp.** (“**Algonquin**”) to purchase the Company. The Board believes that a sale to Algonquin, will allow us to meet all the stated objectives for all stakeholders.

**Algonquin is positioned to deliver on Bermuda’s energy future.** Algonquin is a diversified generation, transmission and distribution utility with approximately US\$10 billion of total assets and a market capitalization of US\$5.5 billion. Through its two business groups, Algonquin provides rate-regulated natural gas, water, and electricity generation, transmission, and distribution utility services to approximately 800,000 connections in North America and is committed to being a global leader in the generation of clean energy through ownership of or investments in long-term contracted wind, solar and hydroelectric generating facilities representing over 2 gigawatts of installed capacity. Algonquin delivers continuing growth through an expanding pipeline of renewable energy, electric transmission, and water infrastructure development projects. It also maintains a global focus and aims for organic growth within its rate-regulated generation, distribution and transmission businesses and pursues accretive acquisitions.

**Algonquin will pay US\$36.00 cash per share.** Algonquin will purchase all of the outstanding shares of Ascendant for **US\$36.00** per share. This represents a **premium of 115%** to the unaffected closing price of Ascendant shares on 25 January 2019. The Board unanimously concluded and recommends to the shareholders that the offer of **US\$36.00** per share is a tremendous opportunity for shareholders to realise the value of their investment. Ascendant’s directors, management and other insiders (as such term is defined in the Bermuda Stock Exchange Listing Regulations) representing a total of 2,055,260 shares (22% of all issued and outstanding shares of the Company) have expressed their intention to vote in favour of a sale to Algonquin.

**To ensure that you receive US\$36.00 per share, a shareholder should vote “FOR” the transaction.** In order for the sale to proceed, two thirds (2/3) of all voting shares of the Company must vote “FOR” the transaction. **If you do not vote, it will have the same effect as a “NO” to the transaction. If the required number of “FOR” votes is not received, all benefits to the stakeholders described above, including receiving the US\$36.00 per share cash amount, will not occur.** It is the unanimous recommendation of your Board to **vote “FOR”** the transaction. We encourage all shareholders to vote on this very important Ascendant strategic decision.

**How do you vote?** In this package you will receive a Notice and Agenda, Shareholder Circular, Proxy Statement and a Proxy Form. Please read all information carefully and in its entirety. **You must then complete the Proxy Form and check the “FOR” box and sign it, in order for your vote to be counted in support of this transaction and to ensure that you receive US\$36.00 for each share you own.**

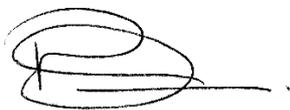
All materials will also be available online at [www.ascendant.bm](http://www.ascendant.bm).

After you have filled out the Proxy Form, you can do any one of the following to ensure that your Proxy Form reaches us before 9:30 a.m. on Thursday, 8 August 2019 in preparation for the special general meeting of the shareholders of the Company to be held at 9:30 a.m. on Friday, 9 August 2019 in the Harbourview Ballroom of the Fairmont Hamilton Princess Hotel & Beach Club, 76 Pitts Bay Road, Pembroke HM 08:

- **Scan/Photograph and Email** your Proxy Form to [Jkromer@ascendant.bm](mailto:Jkromer@ascendant.bm)
- **Fax** your Proxy Form to (441) 295 9427
- **Call us** at (441) 325 1219 for someone to pick up your Proxy Form
- **Drop off** your Proxy Form at our Head Office location on 27 Serpentine Road, Pembroke HM07, Bermuda

This is one of the most important decisions the shareholders of Ascendant will ever make. To realize this very good and fair-valued return on your investment in the Company you must take action and **vote “FOR”** the sale of the Company to Algonquin. You may receive a phone call reminding you to vote on this very important decision over the coming weeks. If you have any questions about this process please call us at (441) 325 1220.

Sincerely,



Peter Durhager  
Chairman of Board  
Ascendant Group Limited