

ENMAX CORPORATION

CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY COMMITTEE MANDATE

Pursuant to Section 4.1 of the Amended and Restated Bylaw of ENMAX Corporation (the “Corporation” or “ENMAX”) and the Amended and Restated Bylaws of the Corporation’s direct and indirect subsidiaries, a committee of the Board of Directors (the “Board”) to be known as the Corporate Social Responsibility (CSR) and Sustainability Committee (hereinafter referred to as the “Committee”) is hereby established. The Committee has the oversight responsibility and specific duties described below.

1) **Committee Composition**

The Committee shall be comprised of a minimum of three directors. If not an appointed member of the Committee, the Chair of the Board may attend Committee meetings at his discretion but shall not be entitled to vote except as required by section 3a.

The members of the Committee shall be appointed or reappointed at the Organizational Meeting of the Board which will be the next regularly scheduled Meeting following the Annual Meeting of the Shareholder of the Corporation. Each member of the Committee shall continue to be a member thereof until the member’s successor is appointed, unless the member shall resign or be removed by the Board or the member shall cease to be a director of the Corporation. Where a vacancy occurs at any time in the membership of the Committee, it shall be filled by the Board and shall be filled by the Board if the membership of the Committee is less than three directors as a result of the vacancy.

The Board shall appoint a Chair of the Committee. If the Chair of the Committee cannot be present at any meeting of the Committee, the Chair shall, in advance of the meeting, designate another member of the Committee as Chair. Failing which, the Chair shall be chosen by the Committee from among the members present. At all meetings of the Committee, every question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the motion shall be lost and the person acting as Chair of the meeting shall not be entitled to a second or casting vote.

2) **Committee Secretary**

The Secretary of the Corporation, or with the approval of the Chair of the Committee, the Secretary's designate, shall attend at and be the secretary of all meetings of the Committee.

3) **Committee Meetings**

The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the members thereof provided that:

- a) A quorum for meetings shall be a majority of Committee members, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other. In circumstances where a quorum cannot be constituted, the Chair of the Board may be considered in establishing quorum and shall be entitled to vote for the duration of the meeting;
- b) The Committee shall meet four times per year; and
- c) Notice of the time and place of every meeting shall be given in writing or facsimile communication to each member of the Committee, at least 24 hours prior to the time fixed for such meeting, provided, however, that a member may in any manner waive a notice of meeting; and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4) **Responsibility**

The Committee's primary purpose is to assist the Board in fulfilling its oversight responsibilities with respect to due diligence in the development and implementation of systems and programs for the management of corporate social responsibility, sustainability, reputation management, marketing and branding, which include the specific duties as set out below.

5) **Specific Duties – Corporate Social Responsibility and Sustainability**

Except as specifically authorized by the Board, the Committee's authority is limited to formalizing recommendations and submitting them to the Board for

approval. The Committee shall annually review the overall performance of the Corporation and its business units and shall, with respect to sustainability:

- a) Review annually and recommend to the Board, for approval, any necessary changes in, and the appropriateness of the policy guidelines in place to administer the Corporation's environmental programs in the context of competitive, legal and operational considerations;
- b) Review and approve annually, the Corporation's Corporate Responsibility Report;
- c) Receive an annual report (and two subsequent updates on incidents) as to the nature and extent of compliance with environmental policies, standards and applicable legislation related to Directors and Officers liability as well as the nature and extent of non compliance together with the reasons therefore, and the plan and timetable to correct deficiencies. The Committee Chair shall subsequently report to the Board on the status of such matters;
- d) Review annually with management and legal counsel any civil and criminal environmental proceedings, claims or other contingency that could have a significant effect on the Corporation and report to the Board on the status of such matters;
- e) Review internal and external environmental audit reports and meet in camera with the internal and external environmental auditor(s) when such reports are tabled with the Committee;
- f) Annually review any new legislation or changes to legislation that would impact the CSR and Sustainability Committee;
- g) Receive and review management reports with respect to overall environment performance, both at ENMAX and in relation to external benchmarks;
- h) Receive and review management system review reports with respect to assessing the environmental impacts of technology and risk mitigation strategies;
- i) Receive an environment update, including an analysis of costs associated with the environment function.
- j) Review such other environmental matters as from time to time the Committee may consider suitable or the Board may specifically direct.
- k) Receive annual reports from management with respect to the Corporation's crisis management systems and policies.

- l) Monitor the strategic plan, considering any current anticipated changes in legislation that may affect the Corporation's long range strategic operations.
- m) Monitor and receive annual reports (and regular reports, as required) from management with respect to the Corporation's policies and procedures with respect to the management of the Corporation's reputation.

6) Specific Duties – Marketing and Branding

- a) Review four times per year, a Marketing Dashboard that will monitor the performance of marketing activities relative to the Company's main business drivers and growth ideas and brand.
- b) On an annual basis, review the Sponsorship and Donations Policy with a view to ensuring the effectiveness of combining the Corporation's values with the Corporation's assets to contribute to the well-being of the community.

7) Risk Management

The Committee shall receive regular risk reports from management with respect to the risks identified in Schedule "A". Based on these regular risk reports, on a quarterly basis, the Committee shall accept the accountability for such risks and consent that such risks identified in Schedule "A" are appropriate to be monitored by the Committee. The Committee shall then monitor ongoing compliance and performance of such risk reports.

To honor the spirit and intent of the enterprise risk management process, authority to make amendments to the risks identified in Schedule "A" shall be delegated to the Chair of the Enterprise Risk Management Committee ("ERMC"). In conjunction and upon recommendation of the Committee, the ERMC shall have the authority to make amendments to the risks identified on Schedule "A", without proposing such amendments to the Board for approval.

Once such a determination has been made, risks will be amended accordingly, if necessary, and approved by the Committee.

8) External Consultants

In instances where members of the Committee believe that in order to properly discharge their fiduciary obligations to the Corporation it is necessary to obtain the advice of outside experts, the Chairman shall, at the request of the Committee, engage the necessary experts. The Board shall be kept apprised of

both the selections of the expert and the expert's findings through the Committee's regular reports to the Board.

9) In-Camera Sessions

The Committee shall meet separately from the management for a part of each meeting of the Committee.