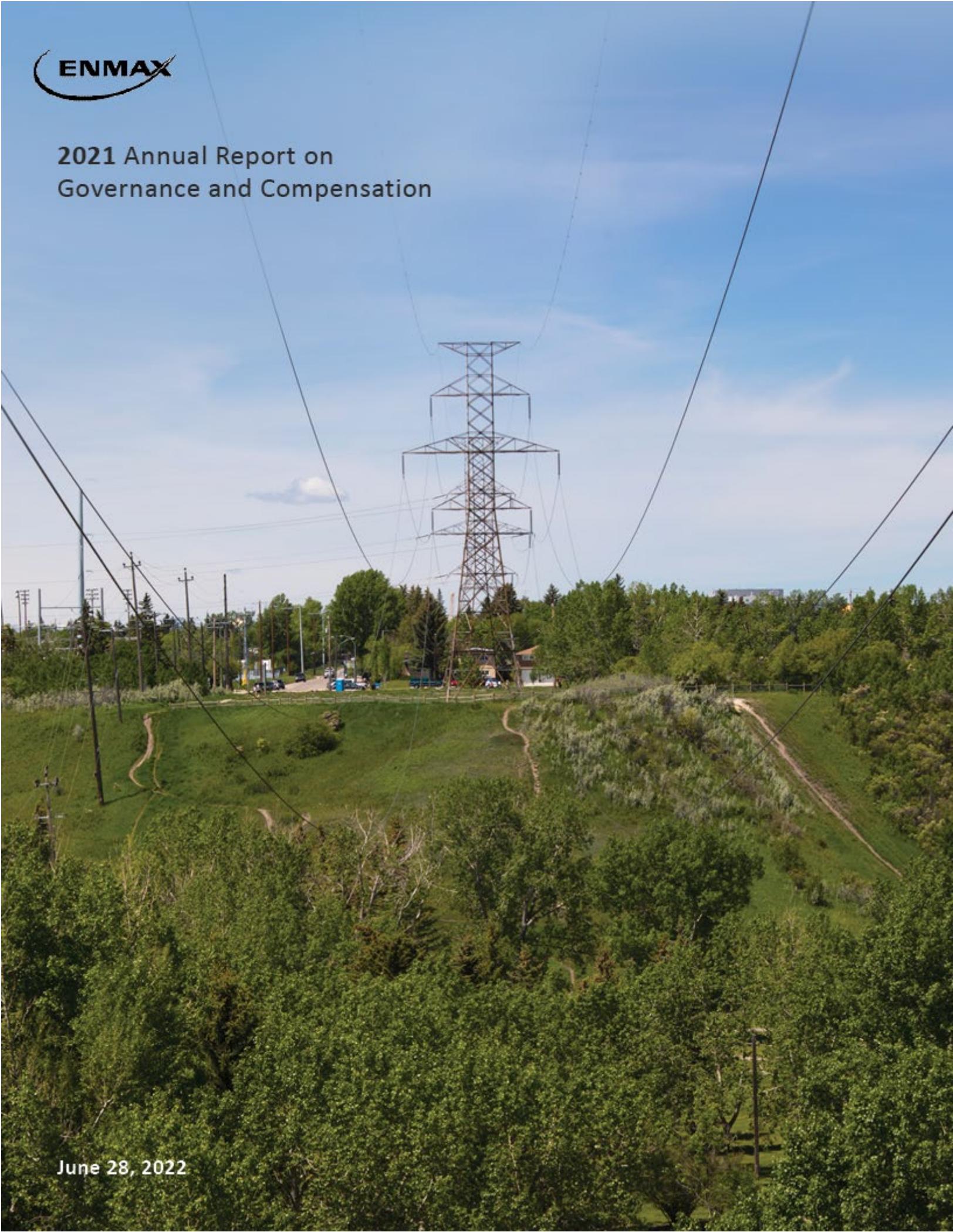




2021 Annual Report on Governance and Compensation



June 28, 2022

We are pleased to present ENMAX's Annual Report on Governance and Compensation. This report marks 12 years of ENMAX's public disclosure of our governance and compensation practices and reflects our commitment to transparency and good corporate governance.

Strong Financial and Safety Performance

ENMAX led thoughtfully and purposefully through 2021. We remained focused on delivering safe, reliable, affordable, and sustainable electricity for our customers and communities. Our Customer Care team responded to over 665,000 calls and achieved an 87 per cent customer satisfaction rating. In addition to successfully adapting to the changing business environment presented by 2021, ENMAX continued its strong safety performance and experienced no adverse operational impacts due to the COVID-19 pandemic while supporting the health, well-being and engagement of our employees.

ENMAX achieved solid financial performance in 2021 through prudent financial management and an unwavering commitment to serving customers. We aligned our focus on core electricity services and continued successfully integrating Versant Power following the close of the acquisition in March 2020. As a result, adjusted earnings for the year before interest, taxes, depreciation, and amortization (EBITDA) were \$609 million, compared to \$569 million in 2020, and comparable net earnings were \$200 million versus \$173 million in 2020.

Shareholder Value

We are committed to meeting the needs of our customers and ensuring their energy is safe, reliable, affordable, and sustainable today and into the future. Our Board of Directors and Executive Team are confident that ENMAX's strategic direction will support growth in a rapidly changing electricity industry while continuing to create near and long-term shareholder value.

ENMAX declared a dividend for 2021 in the amount of \$62 million to its Shareholder, The City of Calgary, marking a 7 per cent increase relative to 2020. ENMAX also invested over \$3 million to community support, enhancing funding to partner agencies helping those struggling to meet basic needs across Calgary and Maine during the pandemic.

ENMAX has grown The City of Calgary's initial \$280 million transfer of assets to a shareholder equity of approximately \$2.7 billion. Since this sole investment by The City of Calgary, ENMAX has contributed approximately \$1.2 billion in dividends to The City of Calgary, enhancing its revenues and, in turn, helping to support the citizens of Calgary.

ENMAX Leadership

Our Board of Directors and Executive Team's strong relationship proved to be vital this past year, and their agility and responsiveness were critical in continuing to navigate the COVID-19 pandemic. Priority governance matters in 2021 included identifying Board requirements and strategy to guide ENMAX into the future successfully. Ensuring ENMAX has the right team and talent in place is a core responsibility of the Board, and 2021 included the onboarding of ENMAX's Chief Financial Officer, Preet Dhindsa and three new Directors.

Environmental, Social and Governance Leadership

At ENMAX, we support a sustainable approach to the energy transition that maintains continued system reliability and affordability for customers. We believe that federal and/or provincial funding can support these goals while keeping customers' needs in mind. The Board is proud of ENMAX's strong environmental, social and governance (ESG) leadership, as demonstrated in ENMAX's 2021 ESG Report. This report is aligned with recognized ESG reporting standards and reflects ENMAX's long-term commitment to sustainable business practices.

ENMAX is honoured to be recognized by Mediaworld Canada as one of *Alberta's Top 75 Employers* and one of *Canada's Greenest Employers* in 2022. In addition, in November 2021, ENMAX received the Canadian Electricity Association *President's Award of Excellence for Employee Safety* in both the distribution and transmission categories for its outstanding 2020 safety performance.

As a key player in a lower-carbon future, the electricity sector is experiencing rapid transformation as it responds to the opportunity of electrification, enables growth in distributed forms of renewable energy and embraces lower carbon energy sources as part of the energy transition. Advancements in transportation electrification, energy storage and energy efficiency are accelerating this transition and ENMAX has a critical role in supporting customers and enabling opportunities throughout this transition. At ENMAX, we are committed to preserving and enhancing the confidence and trust of our Shareholder and customers.

On behalf of the ENMAX Board of Directors, thank you for your continued support.



Greg Melchin
Chair of the Board of Directors



Charles Ruigrok
President & Chief Executive Officer (Interim)

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About ENMAX

Headquartered in Calgary, Alberta, with operations across Alberta and Maine, ENMAX Corporation (ENMAX) is a leading provider of electricity services, products and solutions. Through its subsidiaries, ENMAX Power Corporation and Versant Power, ENMAX owns and operates transmission and distribution utilities in Calgary, Alberta and northern and eastern Maine, safely and reliably delivering electricity to all Calgary homes and businesses and more than 162,000 customers in Maine. Through ENMAX Energy Corporation, ENMAX owns and operates 1,512 MW of generation and offers a range of innovative electricity, natural gas and energy services to approximately 700,000 residential, commercial and industrial customers across Alberta. ENMAX is a private corporation, and The City of Calgary is its sole shareholder.

About This Document

As our sole shareholder is The City of Calgary (the “Shareholder”), and as an essential part of the communities we serve, ENMAX is committed to providing transparency regarding its operations, finances, governance and executive compensation. This document is part of delivering on that transparency and is provided in addition to our annual and interim financial reports and annual environmental, social and governance report (“ESG”). Although ENMAX is not required to publicly file an annual information circular comparable to those of publicly listed companies, ENMAX strives to provide disclosure regarding governance and executive compensation that is consistent with public company disclosure. Our disclosure practices are informed by the requirements applicable to public companies.

INFORMATION CONTAINED IN THIS REPORT IS DATED AS OF DECEMBER 31, 2021 UNLESS OTHERWISE SPECIFIED.

Our Governance Approach

Our Corporate Governance Philosophy and Practices

At ENMAX, our Board of Directors (the “Board” or “Directors”) and Executive Team (the “Executive”) are committed to the highest standards of ethical conduct and corporate governance. We believe that sound corporate governance practices contribute to Shareholder value, trust and confidence in ENMAX. Ultimately, our governance practices are built on the belief that how we earn profits is equally as important as the level of profits we earn.

ENMAX’s governance practices are key to how we make decisions. Our governance framework guides how we assign accountability, delegate authority and determine resources to support and enhance our decision-making process. Our framework also helps to ensure our corporate values are always reflected in the work we do.

Our approach to governance and the disclosure of our practices is informed by National Instrument 58-101 – *Disclosure of Corporate Governance Practices*.

Our governance framework is based on the following principles:

- Diverse expertise-based Board that promotes continued responsible growth and success;
- Clear definition of roles and responsibilities, making for effective decision-making;
- Delegation to committees of the Board (the “Committees”) to ensure the Board’s mandate is appropriately carried out;
- Accountability through annual evaluation of the Board, Directors and our President & CEO;
- Established enterprise risk management system; and
- Commitment to clear communications with our Shareholder and other stakeholders.

Ethical Business Conduct

The Board expects all Directors, officers and employees of ENMAX to act with honesty, integrity and impartiality. This allows ENMAX to earn and maintain the trust of our Shareholder, employees, stakeholders, customers and the communities in which we operate. Our [Principles of Business Ethics Policy](#) (“**Business Ethics Policy**”) contains principles and guidelines for ethical behaviour and describes the governance and corporate culture we want to develop and preserve. The Board reviews and approves the Business Ethics Policy at least once every three years and works closely with the Executive to promote a strong governance culture that influences ENMAX at every level. All employees sign an acknowledgment that they have read, understand and will comply with the Business Ethics Policy and complete regular training on the policy.

ENMAX has a confidential ethics hotline where employees can anonymously express concerns about inappropriate business conduct through a confidential third party. Every report regarding potential violations of the Business Ethics Policy is reported to ENMAX’s Governance Committee. In accordance with the Business Ethics Policy, the Directors and officers of ENMAX are also required to disclose conflicts of interest and declare outside business interests on an annual basis. This assists in ensuring Directors exercise independent judgment when considering transactions and agreements. The Board ensures that a Director does not participate in discussions or vote on matters when she or he is conflicted.

Members of the public can obtain a copy of our Business Ethics Policy by contacting the Corporate Secretary at governance@enmax.com or can view a copy on our [website](#).

Environmental, Social and Governance Matters

Throughout our history, ENMAX has held a commitment to building a sustainable future through our operating practices. At ENMAX, we are proud of our strong history of achievements in environmental, social and governance (“**ESG**”) practices and performance. Highlights from our 2021 ESG Report are provided on the following page, demonstrating our evolution as a responsible corporate citizen and future-oriented energy provider.

Our ESG Report is aligned with recognized ESG reporting standards, and reflects ENMAX’s long-term commitment to sustainable business practices and development as well as to creating value for our Shareholder. Members of the public can obtain a copy of our ESG Report by contacting the Corporate Secretary at governance@enmax.com or can view a copy on our [website](#).

ENMAX, Alberta 2021 ESG Highlights

The ENMAX group of companies is a leading provider of electricity services, products and solutions. We are headquartered in Calgary, Alberta, with operations across Alberta and Maine. Through our subsidiaries, ENMAX Power Corporation and Versant Power, we own and operate transmission and distribution utilities that safely and reliably deliver electricity to customers in Calgary and northern and eastern Maine.

Through ENMAX Energy Corporation, we own and operate power generation facilities and offer a range of electricity and natural gas products and services to our customers. At ENMAX, we are proud of our strong history of achievements in environmental, social and governance (ESG) practices and performance. Below is a selection of highlights from our 2021 ESG Report which demonstrate our evolution as a responsible corporate citizen and future-oriented energy provider.

OPERATIONS	ENVIRONMENT	SOCIAL	GOVERNANCE
<p>SERVED ~700,000 residential, commercial and industrial customers in Alberta</p> <p>MAINTAINED 335 km of transmission</p> <p>8,629 km of distribution lines in and around Calgary</p> <p>1,512 MW generation capacity with a 92% average availability</p> <p>TOP QUARTILE for reliability among Canadian utilities</p> <p>One of Alberta's leading micro-generation solar installers and retailers with >37 mw installed to date</p>	<p>TARGETING NET-ZERO BY 2050 scope 1 and scope 2 GHG emissions</p> <p>OFFSET 100% of our corporate building GHG emissions</p> <p>Completed the connection of 800 kW of solar on CF Chinook Centre rooftop as part of our pilot to enable customers to export excess electricity back to the grid</p> <p>Began testing two medium-duty electric vehicles towards our aspiration to ELECTRIFY 100% of our mobile fleet by 2030</p> <p>Commissioned Canada's first HYBRID TURBINE (electric + natural gas) to provide standby power</p>	<p>ADVANCED OUR EV SMART CHARGING PILOT to understand how Calgarians use electric vehicles and the potential impact on our electricity system</p> <p>Invested \$4.5 MILLION CAD to enable a more resilient grid</p> <p>CONTRIBUTED \$3.25 MILLION CAD in cash, in kind and through employee donations to Alberta and Maine's community organizations</p> <p>DIRECTED 30% of our community investment budget to energy affordability and strengthened our focus on basic needs funding</p> <p>ACHIEVED SAFETY RECORD OF 0.74 total recordable injury frequency (TRIF)</p>	<p>36% of the members of our Board of Directors are women</p> <p>CYBERSECURITY AWARENESS Each October, we circulate relevant articles, share tips of the day, and host virtual events with guest speakers to raise awareness</p> <p>INCLUSIVE LEADERSHIP 100% of senior leaders completed inclusive leadership training to enable a culture of belonging</p>

enmax.com

Versant Power 2021 ESG Highlights

Versant Power is a regulated electricity transmission and distribution utility in the state of Maine, owned by ENMAX Corporation. As the second-largest utility in the state, we provide electricity and customer care services to residential, commercial and industrial customers.

Versant Power is fully regulated by the Maine Public Utilities Commission and the Federal Energy Regulatory Commission. Below is a selection of highlights from our activities included in ENMAX's 2021 ESG Report which illustrates some of our environmental, social and governance (ESG) accomplishments.

OPERATIONS	ENVIRONMENT	SOCIAL	GOVERNANCE
<p>SERVED >160,000 customers in northern and eastern Maine</p> <p>MAINTAINED 1,270 MILES of transmission lines and</p> <p>6,090 MILES of distribution lines</p> <p>ACROSS A 10,400 SQUARE MILE service territory</p> <p>IMPROVED ALL RELIABILITY METRICS over the last few years</p> <p>INVESTS >\$70 MILLION USD annually to maintain and improve Maine's electricity system</p>	<p>SUPPORTED >200 distributed generation projects</p> <p>INVESTS \$10.5 MILLION USD annually on tree and vegetation management to protect our wires and maintain the reliability of our power deliveries</p> <p>Increasingly used drones to provide top-down inspections on the >900 MILES of transmission lines within our right of ways</p> <p>Designed and built osprey nesting platforms to protect BIRDS that tend to nest around our transmission and distribution wires</p>	<p>Achieved an exceptional safety record of ZERO lost time incidents and measured a 0.67 total recordable incident rate</p> <p>32 individuals currently enrolled in our in-house four-and-a-half-year apprenticeship program for line workers</p> <p>454 employees currently at Versant Power</p> <p>ENERGY AFFORDABILITY Supported vulnerable customers through our <i>Low Income Assistance Program</i> and our <i>Arrearage Management Program</i></p>	<p>Governed by a Board of Directors with representation from both Maine and ENMAX</p> <p>Improved contractor screening with the implementation of ISNetwork</p> <p>>90 VENDORS onboarded through ISNetwork</p> <p>10-WEEK training program to onboard new customer care representatives</p>

versantpower.com

Our Board of Directors

As of June 27, 2022, ENMAX's Board is comprised of 11 Directors. These Directors have the necessary mix of skills, experience and qualifications for proper oversight and effective decision-making. A full biography of each Director can be found on [pages 8 to 13](#). The full set of skills each Director brings to ENMAX's Board is set out in the Director Skills Matrix on [page 19](#).



Board Chair, Greg Melchin

Calgary, AB

Age 68

Independent

Financially Literate

Ex-Officio Member:

Audit Committee

Governance Committee

Safety & Human Resources Committee

Education and Designation:

Bachelor of Science (Accounting)

Chartered Professional Accountant

ICD.D Designation

Areas of Expertise:

Community Building and Leadership

Corporate Governance / Legal

Electricity Utility Sector

Energy Sector

Environmental, Sustainability and Safety

Financial

Human Resources

Political and/or Government

Risk Management

Public Board Memberships:

Baytex Energy Corporation

Total Energy Services Inc.



Greg Melchin joined the ENMAX Board in 2008 and assumed the role of Board Chair in 2011. He is also a director for Baytex Energy Corporation, Total Energy Services Inc. and Lynx Air.

Greg was a Member of the Legislative Assembly (“MLA”) of Alberta (Calgary-North West Constituency) from 1997 to 2008. Prior to his position as MLA, he served in various management positions for 20 years in the Calgary business community, including Chief Financial Officer and Vice President of Finance. Greg previously served as Chair of PPP Canada, a federal Crown corporation, and as a director on the board of STARS. Among his many positions within the Government of Alberta, Greg was Minister of Energy, Minister of Seniors and Community Supports, and Minister of Revenue.

2021 Meeting Attendance:

Meetings Attended: 49 / 49 | Attendance Record: 100%

President & CEO (Interim), Charles Ruigrok

Calgary, AB

Age 65

Non-Independent

Financially Literate

Committee Memberships:

Charles is currently not a member of any ENMAX Committees

Education and Designation:

Bachelor of Science (Civil Engineering)

Master of Engineering (Civil Engineering)

Professional Engineer (Ontario) (Member)

ICD.D Designation

Areas of Expertise:

Community Building and Leadership

Corporate Governance / Legal

Customer Experience

Electricity Utility Sector

Energy Sector

Environmental, Sustainability and Safety

Financial

Human Resources

Political and/or Government

Project Management, Engineering or Construction

Risk Management

Technology

Public Board Memberships:

None



Charles Ruigrok was appointed President & CEO (Interim) of ENMAX in October 2021, to serve until a successor is appointed. With over forty years of business and executive experience in the energy industry, Charles brings an extensive understanding of ENMAX and its operations to the role of President & CEO, having served as a member of the ENMAX Board for over a decade and as ENMAX’s President & CEO on an interim basis during 2011-2012. Charles also serves as Chair of ENMAX’s Maine-based transmission and distribution business board, Versant Power. The Board anticipates that Charles will return to the Board as an independent director during 2022, following appointment of ENMAX’s next President & CEO.

Charles previously held the position of CEO of Syncrude Canada Ltd. and also spent 26 years at Imperial Oil, where he held various senior executive positions, including Vice President of Oil Sands Development and Research.

Charles is a past director of Syncrude Canada Ltd., Rainbow Pipeline Company, Progas Limited, the Alberta Chamber of Resources, Petroleum Technology Alliance Canada and Soane Energy LLC. He also served as a member of the Board of Governors of the Canadian Association of Petroleum Producers.

2021 Meeting Attendance:

Meetings Attended: 41 / 41 | Attendance Record: 100%

Laura Formusa

Toronto, ON

Age 67

Independent

Financially Literate

Committee Memberships:

Audit Committee

Safety & Human Resources Committee (Chair)

Education and Designation:

Bachelor of Laws

ICD.D Designation

Areas of Expertise:

Community Building and Leadership

Corporate Governance / Legal

Customer Experience

Electricity Utility Sector

Energy Sector

Environmental, Sustainability and Safety

Financial

Human Resources

Political and/or Government

Project Management, Engineering or Construction

Risk Management

Technology

Public Board Memberships:

Tantalus Systems Corp.



Laura Formusa joined the ENMAX Board in 2017 and is the Chair of the Safety & Human Resources Committee. She is currently a director of the following companies: 407 International Inc., Equitable Life Insurance Company of Canada, and Tantalus Systems Corp. (Chair). Laura has also served on the Board of Governors of York University, in addition to other directorships.

Laura has over 30 years of experience in the utilities industry. She was President and Chief Executive Officer of Hydro One Inc. from 2007 until her retirement at the end of 2012. Prior to that, she was Vice President, General Counsel and Corporate Secretary of Hydro One.

Laura obtained a Bachelor of Laws degree from Osgoode Hall Law School, holds the Institute of Corporate Directors Designation, ICD.D and is the recipient of Honorary Doctor of Laws from Ryerson University and Ontario Tech University. She was inducted into the Top 100 Most Powerful Women in Canada's Hall of Fame by the Women's Executive Network.

2021 Meeting Attendance:

Meetings Attended: 36 / 36 | Attendance Record: 100%

Daryl Fridhandler

Calgary, AB

Age 65

Independent

Financially Literate

Committee Memberships:

Audit Committee

Safety & Human Resources Committee

Education and Designation:

Bachelor of Arts

Bachelor of Laws

Master of Laws

ICD.D Designation

Queen's Counsel

Areas of Expertise:

Community Building and Leadership

Corporate Governance / Legal

Political and/or Government

Public Board Memberships:

None



Daryl S. Fridhandler, Q.C., joined the ENMAX board in 2021 and has over 35 years of legal experience. He is currently a partner with Burnet, Duckworth & Palmer, LLP in the firm's business law group. In addition, Daryl has significant business experience, specifically as founder and director of numerous private and public companies.

Daryl is actively involved in the Calgary community. He currently serves as the Board Chair of the Alberta Ballet Company. His previous involvement in the Calgary community includes serving as co-chair and a Board member of the Contemporary Calgary Arts Society, as a Governor of Mount Royal University, Governor of the Alberta University of the Arts (formerly ACAD), Commissioner of the Calgary Police Commission and Chair of Calgary Economic Development.

Daryl holds a BA from McGill University, an LLB from Dalhousie University, an LLM from New York University and a designation from the Institute of Corporate Directors. He received a Queen's Counsel appointment in 2004 and the Alberta Centennial Medal for community service in 2005.

2021 Meeting Attendance:

Not applicable. Daryl joined the ENMAX Board in December 2021.

Eric Markell

Bellevue, WA

Age 70

Independent

Financially Literate

Committee Memberships:

Audit Committee (Chair)

Governance Committee

Education and Designation:

Bachelor of Economics

Master of Public Administration

Areas of Expertise:

Commodities / Wholesale Electricity Trading

Community Building and Leadership

Corporate Governance / Legal

Electricity Utility Sector

Energy Sector

Environmental, Sustainability and Safety

Financial

Political and/or Governmental

Project Management, Engineering or Construction

Risk Management

Public Board Memberships:

None



Eric Markell joined the ENMAX Board in 2016 and is currently the Chair of the Audit Committee. Eric is a member of the Board of Trustees of the United States Eventing Association Foundation, a 501(c)(3) entity where he also serves as a member of its Investment Committee.

Eric is also a director of Enpower Wadham Corp. and an owner of MB Group LLC and Markell & Company LLC (private, consulting practice). Eric is also a member of the Board of Directors of The Hudson Renewable Energy Institute, a not-for-profit entity that advocates for the wise and expanded use of clean electric power sources.

Eric has over 35 years of experience in the utility and power industry which includes experience in corporate finance, accounting, regulatory relations and rate-making, asset acquisition, generation operation and construction, project finance and project development.

Before joining ENMAX, Eric held various senior executive positions, including Chief Financial Officer, Chief Resource Officer and Chief Strategy Officer of Puget Energy Inc. and Puget Sound Energy. In addition, Eric served as Vice President and Chief Financial Officer of United American Energy Corp. Eric is also a past Treasurer and Controller of Central Hudson Gas & Electric Corporation and the past Vice President and Treasurer of the New York State Energy Research & Development Authority.

2021 Meeting Attendance:

Meetings Attended: 29 / 29 | Attendance Record: 100%

Barbara Munroe

Calgary, AB

Age 58

Independent

Financially Literate

Committee Memberships:

Governance Committee

Safety & Human Resources Committee

Education and Designation:

Bachelor of Commerce (Finance)

Bachelor of Laws

ICD.D Designation

Areas of Expertise:

Community Building and Leadership

Corporate Governance / Legal

Customer Experience

Environmental, Sustainability and Safety

Human Resources

Political and/or Governmental

Risk Management

Public Board Memberships:

Crescent Point Energy Corp. (Chair)

Willow Biosciences Inc.



Barbara Munroe joined the ENMAX Board in 2021. Barbara is currently the Board Chair of Crescent Point Energy Corp. and a director of Willow Biosciences Inc. Barbara is actively involved in volunteer and non-profit organizations, including as Trustee of the Alberta Cancer Foundation.

Barbara has over 25 years of experience as a lawyer and executive in diverse industries. She held various senior executive positions at WestJet Airlines from 2011 to 2019, most recently as Executive Vice President, Corporate Services & General Counsel. Barbara also served as Assistant General Counsel, Upstream at Imperial Oil Ltd. from 2008 to 2011, and the Senior Vice President, General Counsel & Corporate Secretary for SMART Technologies Inc. from 2000 to 2008. Prior to her in-house roles, Barbara practiced corporate commercial law at Blake, Cassels & Graydon, LLP for ten years.

Barbara received the Lexpert Zenith Award for Women in Law, an award that recognized her work in the advancement of women in the legal profession. Barbara holds a Bachelor of Commerce, Finance degree and a Bachelor of Laws degree, both from the University of Calgary.

2021 Meeting Attendance:

Meetings Attended: 17 / 17 | Attendance Record: 100%

Dr. Chika Onwuekwe

Calgary, AB

Age 55

Independent

Committee Memberships:

Governance Committee
Safety & Human Resources Committee

Education and Designations:

Bachelor of Laws
Master of Laws (2)
Ph.D. Law
Queen's Counsel

Areas of Expertise:

Community Building and Leadership
Corporate Governance / Legal
Customer Experience
Energy Sector
Environmental, Sustainability and Safety
Human Resources
Political and/or Government
Risk Management
Technology

Public Board Memberships:

None



Dr. Chika Onwuekwe joined the ENMAX Board in 2021 and has over 20 years of legal and executive experience. He is currently the Vice President, Legal, General Counsel and Corporate Secretary of Trican Well Service Ltd. He serves as Treasurer and Director of the Association of Corporate Counsel, Alberta Chapter. He is actively involved in volunteer and non-profit organizations, including as Co-Chair of the BlackNorth Initiative Mentorship and Sponsorship Committee, Chair of the BlackNorth Initiative Alberta Chapter, and Trustee of the Nigerian Canadian Association of Calgary.

Dr. Onwuekwe was previously the General Counsel of PTW Energy Services Ltd. and in addition to his executive experience, practiced corporate commercial law at MLT Aikens (formerly MacPherson Leslie Tyerman LLP) and Norton Rose Canada LLP (formerly Macleod Dixon LLP). Dr. Onwuekwe was previously an Assistant Professor of Law and Society at the University of Calgary and an Adjunct Professor of Business Law at LBS Pan-African University in Lagos.

Dr. Onwuekwe has received many acknowledgements during his career, including a Queen's Counsel appointment from the Province of Alberta and various awards for his volunteerism and service to the African community in Canada. Dr. Onwuekwe holds LL.M and Ph.D. degrees from the University of Saskatchewan, an LL.M. from the University of Lagos and an LL.B from Nnamdi Azikiwe University, Awka, Nigeria. He is also a registered Trademark Agent (Canada).

2021 Meeting Attendance:

Meetings Attended: 17 / 17 | Attendance Record: 100%

Elise Rees

Vancouver, BC

Age 63

Independent

Financially Literate

Committee Memberships:

Audit Committee
Governance Committee

Education and Designation:

Bachelor of Arts (Hons)
Chartered Professional Accountant
ICD.D Designation

Areas of Expertise:

Community Building and Leadership
Corporate Governance / Legal
Customer Experience
Electricity Utility Sector
Energy Sector
Environmental, Sustainability and Safety
Financial
Human Resources
Political and / or Government
Project Management, Engineering or Construction
Risk Management

Public Board Memberships:

Artemis Gold Inc.
Great Panther Mining Limited
K-Bro Linen Systems Inc.



Elise Rees joined the ENMAX Board in 2016. Elise is currently a director on Artemis Gold Inc., K-Bro Linen Systems Inc. and she also serves as a director and the Audit Committee Chair of Great Panther Mining Limited. Elise has over 35 years of experience in public accounting. She spent 18 years as a partner with Ernst & Young, LLP and 14 of those years focused on acquisitions, mergers and corporate restructuring. Elise has also been the global client-coordinating partner for services to the BC Credit Union Industry.

Elise has been recognized many times during her career. She was awarded the Influential Woman in Business Award in 2007 and the Ernst & Young Rosemarie Meschi Award for Advancing Gender Diversity in 2007. In addition, she has been recognized for her leadership with the designation of Fellow Chartered Professional Accountant and Fellow Chartered Accountant in 2010 and received the Community Builder Award from Association of Women in Finance in 2012. She was also recognized as a Top 100 Most Powerful Women in Canada by the Women's Executive Network in 2015.

2021 Meeting Attendance:

Meetings Attended: 29 / 29 | Attendance Record: 100%

Kathleen Sendall

Calgary, AB

Age 69

Independent

Financially Literate

Committee Memberships:

Governance Committee (Chair)

Safety & Human Resources Committee

Education and Designation:

Bachelor of Science (Mechanical Engineering)

Professional Engineer

Ivey Executive Program

Areas of Expertise:

Community Building and Leadership

Corporate Governance / Legal

Customer Experience

Energy Sector

Environmental, Sustainability and Safety

Financial

Human Resources

Political and/or Government

Project Management, Engineering or Construction

Risk Management

Public Board Memberships:

Pan American Silver Corporation



Kathleen Sendall joined the ENMAX Board in 2011 and is currently the Chair of the Governance Committee. She is also a director at Pan American Silver Corporation, where she serves as Chair of the Communities & Sustainable Development Committee. She is also a member of the Sustainable Development Technology Canada Member Council.

Kathleen has over 30 years of experience in the engineering and energy sectors. Previously, Kathleen led Petro-Canada's Natural Gas Business Unit and she was a director of CGG, a public company based in Paris. She has also held the following positions: former President and director of the Canadian Academy of Engineering, former Governor and Board Chair of the Canadian Association of Petroleum Producers, and former Chair of Emissions Reduction Alberta.

Kathleen has received many acknowledgments during her career: the YWCA Women of Distinction Award, an honorary Bachelor of Applied Industrial Ecology degree, twice named one of Alberta's 50 Most Influential People by Alberta Venture, four times named as one of Canada's Top 100 Most Powerful Women in the Corporate Executive category, and inducted into Canada's Most Powerful Women Hall of Fame. She was awarded the 50 Key Women in Energy Global Award, the Women Who Make a Difference Award from the International Women's Forum and the Queen's Jubilee Medal. Kathleen was appointed to the Order of Canada and is the recipient of an Honorary Doctor of Laws from the University of Calgary and named a Jarislowsky Fellow at the Haskayne School of Business.

2021 Meeting Attendance:

Meetings Attended: 40 / 40 | Attendance Record: 100%

William Taylor

Boston, MA

Age 57

Independent

Financially Literate

Committee Memberships:

Audit Committee

Governance Committee

Education and Designation:

Bachelor of Applied Science (Civil Engineering)

Professional Engineer

Corporate Director Certificate

Areas of Expertise:

Commodities / Wholesale Electricity Trading

Community Building and Leadership

Corporate Governance / Legal

Customer Experience

Electricity Utility Sector

Energy Sector

Human Resources

Political and/or Government

Project Management, Engineering or Construction

Risk Management

Public Board Memberships:

None



William (Bill) Taylor joined the ENMAX Board in 2020 and has over 30 years of experience in the energy sector. Bill is also the President of Pathfinder Advisors LLC.

Before joining ENMAX, Bill spent 21 years at TransCanada Corporation (now TC Energy) where he held various senior executive positions. Bill held the position of Executive Vice-President and President, Energy at TransCanada Corporation and prior to that, held various senior executive positions, including Senior Vice-President, Power. He was responsible for profitability and growth of the company's power business, non-regulated gas storage and its non-regulated joint ventures in Canada and the United States.

Bill has extensive experience in renewable power, having developed large scale solar projects in Ontario as well as wind facilities in Quebec and Maine. Bill also oversaw operations of one of New England's largest hydropower systems for TransCanada.

Bill is a past director of Canadian Electricity Association, Independent Power Producers of New York, Independent Market Operator in Ontario, TransCanada Turbines, Bruce Power, and the Portlands Energy Centre.

2021 Meeting Attendance:

Meetings Attended: 34 / 34 | Attendance Record: 100%

Bruce Williamson

The Woodlands, TX

Age 62

Independent

Financially Literate

Committee Memberships:

Audit Committee

Safety & Human Resources Committee

Education and Designation:

Bachelor of Arts (Business Administration)

Master of Business Administration

Areas of Expertise:

Community Building and Leadership

Corporate Governance / Legal

Customer Experience

Electricity Utility Sector

Energy Sector

Environmental, Sustainability and Safety

Financial

Human Resources

Political and/or Government

Project Management, Engineering or Construction

Risk Management

Public Board Memberships:

None



Bruce Williamson joined the ENMAX Board in 2020. He has over 30 years of extensive experience in the energy sector. Prior to joining ENMAX, Bruce held many senior executive positions, including President and CEO of Southcross Energy Partners, Cleco Corporation and Dynegy Corporation. Prior to these roles, Bruce was the President and CEO of Duke Energy Global Markets. Bruce also spent four years with PanEnergy Corp as SVP, Finance and Corporate Development and prior to that, he spent 14 years with Shell Oil and various Shell affiliates in a variety of positions, primarily in exploration and production and finance where he rose to be Assistant Treasurer of Shell Oil Company.

Bruce was previously Board Chairman and CEO of Southcross Energy Partners, Southcross Holdings and Cleco Corporation. He was an independent board member of Questar Corporation, and was Chairman of the Board and CEO of Dynegy Inc. He serves on the University of Houston Bauer School of Business Dean's Advisory Board and the UH Board of Visitors. He serves on Houston Methodist The Woodlands Hospital's Patient and Family Advisory Council and also assists in the stroke patient rehabilitation and recovery program with the Houston Methodist Neurology and Neurosurgery departments.

2021 Meeting Attendance:

Meetings Attended: 36 / 36 | Attendance Record: 100%.

Governance Structure

The Board consists of eleven Directors (including ENMAX’s President & CEO), who are all elected by the Shareholder. The Board is chaired by Greg Melchin, an independent Director, and the Board assigns responsibility to ENMAX’s three Committees: the Audit Committee, the Governance Committee and the Safety & Human Resources Committee (the “SHRC”), to maintain an effective balance of duties and use of resources.

The mandates of the Board, each Committee, individual Directors and those in Board leadership roles can be found on our [website](#) along with Board, Committee, and Policy information. The composition of the Audit Committee, the Governance Committee and the SHRC, as of June 27, 2022, is detailed below.

Director Independence

Independent Directors bring a fundamental benefit to a corporation—objectivity. Having a majority of independent Directors helps provide assurance that decisions are made in the best interests of ENMAX. The Governance Committee and the Board review the independence status of the Directors annually to ensure that the Board is composed of a majority of Directors who can provide independent, varied and experienced perspectives. The independence of potential Board nominees is also reviewed when considering nominations.

Directors’ independence is determined in accordance with National Instrument 52-110 – *Audit Committees*. A Director is considered independent only when she or he has no direct or indirect material relationship with ENMAX. Board members must provide information about their business and other relationships with ENMAX or our employees. They must also advise the Board if there are any material changes to their circumstances or relationships that could affect the assessment of independence.

The only non-independent Director on the Board is ENMAX’s President & CEO.

Audit Committee

ENMAX’s Audit Committee consists of seven Directors and is chaired by Eric Markell, who is an independent Director. The Board ensures that financial expertise resides in the Audit Committee. Members must be financially literate or become financially literate within a reasonable period after appointment.

Financial literacy is determined in accordance with National Instrument 52-110 – *Audit Committees*. To be considered financially literate, members of the Audit Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by ENMAX’s financial statements. In addition, the Audit Committee Mandate requires that at least one member of the Audit Committee have accounting or related financial management expertise.

Currently, all Audit Committee members are financially literate. Audit Committee members demonstrate financial literacy through previous senior executive and leadership experience, work in the financial sector and/or through extensive directorship experience.

Governance Committee

ENMAX’s Governance Committee consists of seven Directors and is chaired by Kathleen Sendall, who is an independent Director. The Board ensures that governance expertise resides in the Governance Committee. Such expertise is gained through previous senior executive and leadership experience and/or extensive legal or directorship experience.

Safety & Human Resources Committee

ENMAX’s SHRC consists of seven Directors and is chaired by Laura Formusa, who is an independent Director. The Board ensures that human resources and compensation expertise resides in the SHRC. Such expertise is gained through previous senior executive and leadership experience and/or through extensive directorship experience.

Audit Committee
Eric Markell (Chair) Laura Formusa Daryl Fridhandler Elise Rees Bill Taylor Bruce Williamson Greg Melchin (Ex-Officio)
Governance Committee
Kathleen Sendall (Chair) Eric Markell Barbara Munroe Chika Onwuekwe Elise Rees Bill Taylor Greg Melchin (Ex-Officio)
Safety & Human Resources Committee
Laura Formusa (Chair) Daryl Fridhandler Barbara Munroe Chika Onwuekwe Kathleen Sendall Bruce Williamson Greg Melchin (Ex-Officio)

ESG Governance

The Board has ultimate oversight of ENMAX's strategy and approach to its ESG, ensuring alignment with ENMAX's business strategy, priorities, risk profile and decision-making. The Board is supported by the Governance Committee in fulfilling its ESG oversight, an enhancement to ENMAX's governance framework approved by the Board in 2021. The Board is responsible to approve, with support from the Governance Committee, ENMAX's ESG targets and practices as well as related disclosure, inclusive of ENMAX's ESG Report. ENMAX's ESG Report is available on our [website](#).

Directors' Attendance

The Directors strive to attend all Board meetings and meetings of Committees of which they are members. In 2021, an overall attendance rate of 100 per cent was achieved for scheduled meetings by our Directors. Board members may optionally attend meetings of any Board Committee, whether or not they are a member. Through this, Board members can both contribute to and gain comfort with the level of knowledge, engagement and participation of those on other Committees.

As a matter of good governance, each Board and Committee meeting agenda includes dedicated time for in-camera sessions with and without the President & CEO. In the instance of the Audit Committee, in-camera sessions are also held separately at each meeting with the external and internal auditors.

Outside of formally scheduled meetings, the Board and Committee chairs attend planning meetings with the Executive and periodic informal briefings with the Shareholder.

Directors' Attendance During 2021 (Board & Committee Meetings)

DIRECTOR	MEETINGS ATTENDANCE	MEETINGS HELD ¹	ATTENDANCE RECORD
Laura Formusa	36	36	100%
Daryl Fridhandler ²	N/A	N/A	N/A
Eric Markell	29	29	100%
Greg Melchin	49	49	100%
Barbara Munroe ³	17	17	100%
Wayne O'Connor ⁴	24	24	100%
Chika Onwuekwe ³	17	17	100%
Elise Rees	29	29	100%
Charles Ruigrok	41	41	100%
Kathleen Sendall	40	40	100%
Richard Shaw ⁵	15	15	100%
Bill Taylor	34	34	100%
Bruce Williamson	36	36	100%
TOTAL	367	367	100%

¹ Total number of regularly scheduled Board meetings during the 2021 year, which includes Committee meetings, Shareholder meetings and Director education sessions, special meetings held for CEO and Director Recruitment, and a City Audit Committee meeting.

² Daryl Fridhandler joined the ENMAX Board on December 3, 2021.

³ Barbara Munroe and Chika Onwuekwe both joined the ENMAX Board on June 29, 2021.

⁴ Wayne O'Connor resigned from the ENMAX Board on October 18, 2021.

⁵ Richard Shaw retired from the ENMAX Board on June 29, 2021.

Director Education, Evaluation and Succession Planning

Director Orientation

The Board fosters a culture that encourages incoming Directors to fully participate in Board activities as soon as possible. All new Directors undergo a comprehensive orientation which addresses ENMAX's governance structure, the Board's mandate and the nature and scope of our operations.

The orientation program is designed to ensure that incoming Directors can assume responsibilities quickly, maximizing their contribution and the capacity of the Board. Our orientation program includes one-on-one meetings with members of the Board, Executives, and others such as our internal and external auditors. New Directors are initially invited to attend all Committee meetings, and site visits are also arranged to enable direct knowledge of our operations. As three new Directors joined the Board during 2021, the orientation program was adapted to include a mix of in-person and virtual onboarding, including virtual site tours, in alignment with public health protocols.

All Board materials, which includes key governance, financial and policy information, are available for Directors at all times via our confidential Board portal.

Director Education

Our ongoing education program, overseen by the Governance Committee, provides Directors with the opportunity to continuously enhance their knowledge of governance practices, ENMAX's operations, and the electricity industry, in addition to other topics.

The program has various components which include attendance at conferences and seminars, internal and external speakers during meetings, visiting ENMAX facilities and accessing different parts of our operations. Each Director is entitled to be reimbursed by ENMAX, up to a set value annually, for attending continuing education courses and conferences that are of benefit to them as a Director.

In addition, as part of their annual evaluation, Directors are asked to suggest topics of interest for future information sessions and topics are chosen for presentation from internal and external sources based on such feedback.

During 2021, the Board attended educational seminars by external professional organizations or by members of the Executive and senior management relating to a variety of matters, as set out in the table below. In addition, most of our Directors are members of the Institute of Corporate Directors ("ICD"), a not-for-profit association promoting the effectiveness of Canadian directors and boards. Through membership in ICD and other organizations, Directors are provided the opportunity to attend educational seminars on current topics of interest to boards of directors in Canada.

TOPIC	DATE	PARTICIPANTS
Shareholder Relations	March 23, 2021	All Directors
Versant Power Update	May 19, 2021	All Directors
Regulatory Overview	September 16, 2021	New Directors
Alberta Energy Market	November 5, 2021	New Directors
Shareholder Relations Update	November 9, 2021	All Directors

Director Evaluation and Board Performance Assessment

The Board undertakes an annual evaluation process to assess its performance and overall effectiveness, as well as that of the Board Chair, its Committees and individual Directors. The evaluation process involves the solicitation of input from each Director through a series of comprehensive questionnaires. This evaluation process typically asks Directors to rate the effectiveness of the Board and its Committees, the Board Chair and other members of the Board. Directors are also invited to provide suggestions for improvements on any of the above items.

The annual evaluations also typically include questions regarding the following themes:

- ENMAX's overall strategy, business, performance and culture;
- Board and Committee effectiveness;
- Board composition and succession;
- Corporate governance;
- An assessment of their own performance as Directors;
- An assessment of their peer Directors on the Board; and
- An assessment of the Board Chair.

Results of these questionnaires are compiled, and the Board Chair and the Chair of the Governance Committee analyze the results of the Board, Committee, and individual Director assessments. The Chair of the Governance Committee analyzes the results of the Board Chair assessment without the Board Chair's involvement. The results of the annual evaluations are presented to both the Governance Committee and the Board.

Each Director also completes an annual self-assessment of his or her skills and experience in key areas for serving on our Board, which is reviewed by the Governance Committee. This information assists the Governance Committee in identifying any gaps in the Board's collective skill set and informs the Governance Committee's succession planning and recruitment process. The results of this assessment are also reflected in the Director Skills Matrix included on **page 19** of this Report.

The evaluation process assists the Governance Committee and the Board in assessing overall Board performance and the contributions of each Director. The Governance Committee uses the results to identify actions for improvement and to determine education opportunities in order to ensure Director expertise is fully utilized. This process also helps the Board to build and maintain the collective set of skills, abilities and experiences needed to effectively oversee ENMAX's long-term performance and strategy execution.

Skills & Expertise

The Board believes a diverse mix of strategic skills and expertise is critical to ensuring effective oversight of ENMAX's complex operations. The Board has developed a matrix of the essential skills collectively required for effective Board operations (the "**Director Skills Matrix**"). The Director Skills Matrix is kept current to reflect ENMAX's strategy. The Director Skills Matrix supports the Board's efforts to ensure an optimal balance of skills in the event of Director retirement or succession requirements, as well as changing business requirements.

Each year the Governance Committee and the Board review the Director Skills Matrix to ensure it accurately reflects the skills and experience essential to the performance of ENMAX's Board. The current Director Skills Matrix is found on **page 19** of this Report.

Director Succession Planning

When reviewing the Director Skills Matrix, the Governance Committee assesses the needs of the Board to ensure the diversity of the Board and the range of skills is reflective of the industry and markets in which ENMAX operates. The Governance Committee typically follows the recruitment process detailed below when proposing new Board members for election:

- The Governance Committee will retain an external, independent recruitment advisor to identify individuals with required skills and experience;
- Once engaged, the Governance Committee reviews the advisor's list of potential appointees taking into account, among other things, the Board Diversity Policy, the skills and experience of each individual and their ability to contribute to the Board;
- The Governance Committee determines a shortlist for an interview process;
- After the interview process, the Governance Committee determines the potential appointees that are best suited to become members of the Board;
- The Governance Committee requests approval of the above-noted potential appointees by the Board; and
- ENMAX proposes the Board approved potential appointees for election by the Shareholder.

The Board has not adopted a mandatory retirement age or term limits for individual Directors. We believe that individuals can continue to remain effective Directors beyond a mandated retirement age or maximum period of service. Without having a mandatory retirement age or term limits, we have experienced turnover on our Board that has brought Directors with new perspectives, abilities and approaches. This has complemented the depth of knowledge and insight about our company and business operations that some of our more long-standing Directors have developed over time. As of the date hereof, the average tenure of the Directors is five years.

Diversity

ENMAX recognizes that having a mix of highly qualified Directors from diverse backgrounds brings different perspectives and experience to the boardroom to generate healthy discussion, debate and effective decision-making.

As a reflection of ENMAX's commitment to diversity, ENMAX is a signatory to the Leadership Accord on Diversity, Equity and Inclusion, headed by Electricity Human Resources Canada. ENMAX is also a member of the 30% Club Canada, an organization that supports businesses having an aspirational goal of maintaining or exceeding a board and executive composition in which at least 30 per cent are women.

In 2020, the Board adopted a Board-level diversity policy (the "**Diversity Policy**"). The Diversity Policy provides that, when selecting Director candidates and assigning chair roles for the Board and its Committees, diversity will be considered. For the purposes of the Diversity Policy, the diversity criteria includes gender, age, residency, race, culture, ethnicity, people with disabilities (including invisible and episodic disabilities), members of the LGBTQ+ community and other factors that may enhance ENMAX's ability to deliver value to its Shareholder. The Diversity Policy also includes aspirational diversity targets whereby: (i) at least 30 per cent of ENMAX's Directors are women; and (ii) at least one member of the Board is from an underrepresented group, relative to the communities served by ENMAX.

The Governance Committee is responsible for monitoring the implementation and effectiveness of the Diversity Policy on an annual basis and will report its findings to the Board and recommend any changes to the Diversity Policy, as appropriate.

Four of the 11 Directors (36 per cent) are women and one Director (9 per cent) self-identifies as a member of an underrepresented group. In addition, three of the seven members of the Executive Team (43 per cent) are women and one member of the Executive Team (14 per cent) self-identifies as a member of an underrepresented group.

ENMAX Director Skills Matrix

KEY SKILLS	Laura Formusa	Daryl Fridhandler	Eric Markell	Gregory Melchin	Barbara Munroe	Chika Onwuekwe	Elise Rees	Charles Ruigrok	Kathleen Sendall	Bill Taylor	Bruce Williamson
Commodities / Wholesale Electricity Trading			✓							✓	
Community Building and Leadership	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Corporate Governance / Legal	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Customer Experience	✓				✓	✓	✓	✓		✓	✓
Electricity Utility Sector	✓		✓	✓			✓	✓		✓	✓
Energy Sector	✓		✓	✓		✓	✓	✓	✓	✓	✓
Environmental, Sustainability and Safety	✓		✓	✓	✓	✓	✓	✓	✓		✓
Financial	✓		✓	✓			✓	✓	✓		✓
Human Resources	✓			✓	✓	✓	✓	✓	✓	✓	✓
Political and/or Government	✓	✓	✓	✓		✓	✓	✓	✓	✓	✓
Project Management, Engineering or Construction			✓				✓	✓	✓	✓	✓
Risk Management	✓		✓	✓	✓	✓	✓	✓	✓	✓	✓
Technology	✓					✓		✓			

SKILL AREA	SKILL DESCRIPTOR	SKILL AREA	SKILL DESCRIPTOR
Commodities / Wholesale Electricity Trading	Senior executive or consulting experience in commodity or whole electricity trade operations.	Financial	Senior executive experience or consulting in financial accounting and reporting and corporate finance, especially with respect to debt and equity markets. Comprehensive knowledge of internal financial controls and reporting standards. Expertise in auditing, evaluating or analyzing financial statements. May have formal education in this regard.
Community Building and Leadership	Significant experience and demonstrated leadership in the areas of community building and relations. Experience and capacity to engage and build relationships with a diverse set of stakeholders. May include experience with non-profits and the public sector.		
Corporate Governance / Legal	Senior executive, board member or consulting experience in corporate governance and legal matters applicable to business. (Note: Legal skill area represents a variety of legal areas and is not limited to a lawyer.)	Human Resources	Senior executive experience or relevant board committee participation with an understanding of compensation, benefit and pension programs, human capital planning, legislation and agreements. Executive compensation expertise including base pay, incentives, equity and perquisites, and an understanding of retention, succession, training and recruitment.
Customer Experience	Senior executive or consulting experience with retail-level customers in the utility industry or another customer-focused service industry.		
Electricity Utility Sector	Senior executive experience in electric utility (e.g. regulated rate) involving retail transmission, distribution and/or generation. (Note: Energy Sector Skill area captures competitive electricity.)	Political and/or Government	Experience in or with senior levels of municipal, provincial or federal government, and/or senior management experience in political and public consultation.
Energy Sector	Senior executive or consulting experience in the competitive energy, electricity or natural gas markets, combined with a strong knowledge of ENMAX's strategy, markets, competitors, financials, operational issues, regulatory concerns and technology. May have technical training and formal education in this regard (e.g. engineering degree).	Project Management, Engineering or Construction	Senior executive experience in large-scale infrastructure projects or capital investment programs. May include formal education in this regard.
Environmental, Sustainability and Safety	Thorough understanding and experience in environmental, sustainability and health and safety frameworks (legal, regulatory and policy) applicable to business and broader energy industry.	Risk Management	Senior executive experience in analyzing exposure to risk and successfully determining appropriate mitigants to best handle such exposure.
		Technology	Senior executive or consulting experience with technology applicable to electricity system. May also include Information Technology.

Board Operations

When making decisions, the Board acts with the best interests of ENMAX in mind. To ensure balanced business decisions are reached, the Board also carefully weighs the interests of the Shareholder, customers, employees, suppliers and communities in which we operate, including the environment, governments, regulators and the general public.

Board Oversight of CEO

The Board is responsible for selecting and retaining ENMAX's President & CEO, and when hiring a CEO, designates a Committee of Directors to actively manage the selection process. Once appointed by the Board, the President & CEO is responsible for managing ENMAX's affairs. Key responsibilities involve articulating the vision for ENMAX, developing and implementing a strategic plan consistent with ENMAX's vision, mission and values, all the while creating value for the Shareholder. The SHRC reviews the President & CEO's annual objectives before recommending them to the Board for approval.

The President & CEO is accountable to the Board and the SHRC, and the Board conducts a formal review of performance once a year. The Board has also established a job description for the President & CEO, and places limits on contracting and spending authority under ENMAX's delegation of authority and employee spending policy.

Succession Planning

The Board believes that talent management and succession planning are critical for business success. Accordingly, ENMAX approaches succession planning as a dynamic, ongoing process that involves systematically identifying, assessing and developing leadership capabilities and business acumen. ENMAX's approach to succession planning is aligned with our business strategy and is connected to our values, as articulated in our Business Ethics Policy. Our objective is to attract, retain and motivate highly qualified and high-performing individuals from a diverse recruitment pool who deliver results for ENMAX in a manner that demonstrates our commitment to our Shareholder, employees, stakeholders, customers and the communities in which we operate.

The SHRC, in collaboration with the Board, oversees succession planning at ENMAX. With respect to ENMAX's President & CEO, the SHRC is responsible for ensuring that a succession planning process is in place for this role and for reviewing that process on an annual basis. In addition, our President & CEO and Chief Human Resources Officer (the "CHRO") work collaboratively with the SHRC to identify internal successors for each of ENMAX's senior management positions. The SHRC and the Board also receive assurances that the Executive and appropriate levels of management engage in talent management, including development and succession planning for employees.

To facilitate succession planning at ENMAX, the SHRC, with support from the CHRO, conducts reviews on progress and developments in human resource development matters. In addition, the Board sets aside dedicated time each year to review and consider succession and workforce development strategies in order to confirm and improve ENMAX's capacity to meet future strategic objectives and replenish critical organizational roles. Such reviews are conducted under a variety of scenarios. Our management succession planning process includes the identification of high potential candidates. If required, the SHRC is empowered to retain independent consultants to assist the SHRC in fulfilling its succession planning mandate. Succession planning will continue to be an important area of focus for the Board and the SHRC going forward.

Board Oversight of the Executive and Employees

The SHRC and Board formally review the performance of the overall organization, President & CEO, and the Executive on an annual basis. They also review and approve ENMAX's compensation and benefit programs in accordance with the SHRC mandate. The SHRC and Board consider compensation and benefits in alignment with similar companies and market practices, to ensure the attraction and retention of the talent required to achieve the organization's business objectives.

Variable compensation is a useful tool and the SHRC and Board periodically evaluate ENMAX's variable compensation programs to ensure they are appropriately balanced and provide recognition for individual, business unit and corporate performance. The SHRC and Board actively oversees the variable plan design including metrics and targets and has access to external expertise in compensation practices appropriate for the nature, scope, and complexity of ENMAX's activities.

Strategic Planning

The President & CEO and the Executive are responsible for developing ENMAX's strategic plan and presenting it to the Board for approval. The Board holds a special meeting each year to review and test the plan and consider the strategic opportunities and risks facing ENMAX's business.

The Executive also develops and presents a multi-year operating plan and annual budget to the Board for approval.

Managing and Assessing Risk

The Board has overall responsibility for the oversight of risk at ENMAX. Risk takes different forms for ENMAX given the complexity and breadth of our operations and can include safety, physical security, cyber security, people, customers, external environment, financial, operational, policy/government and regulatory, among other risks.

ENMAX uses a formalized enterprise risk management system to effectively manage and assess risk, which includes an Enterprise Risk Management Policy that was adopted by the Board in 2016. The Board receives regular updates on emerging areas of risk or changes to ENMAX's risk profile. The enterprise risk management system involves a systematic approach to identifying, assessing, reporting and managing significant risks. Defined principles are approved by the Board to help identify and mitigate uncertainties that can negatively affect ENMAX's ability to achieve corporate and business objectives. In addition, the Governance Committee has specific risk management responsibilities, including a quarterly review of the enterprise risk management programs and processes.

Internal Controls

The Board and its Committees are responsible for monitoring the integrity of ENMAX's internal controls and management information systems. The Audit Committee is responsible for overseeing the internal controls, including controls over accounting and financial reporting systems.

ENMAX's Executive is responsible for establishing and maintaining an adequate system of internal control over financial reporting to provide reasonable assurance that public reporting of financial information is reliable and accurate, that ENMAX's transactions are appropriately accounted for, and that ENMAX's assets are adequately safeguarded. The Internal Auditor reports directly to the Chair of the Audit Committee and provides quarterly reports to the Audit Committee.

External Auditors

Deloitte LLP are ENMAX's external auditors and are appointed by the Shareholder annually. The Audit Committee is responsible for reviewing the auditor's performance, fees, qualifications, independence and the audit of ENMAX's financial statements. To ensure independence, the Audit Committee pre-approves all services the external auditors provide. On an annual basis, the Committee recommends the appointment of the external auditor to the Board, who then recommends approval to the Shareholder for the ensuing year.

The following summarizes fees paid to the external auditors for the years ending December 31, 2021 and 2020.

EXTERNAL AUDITOR FEES	2021	2020
Audit Fees	\$857,276	\$816,600
Non-Audit Fees	\$280,875	N/A
Total Fees	\$1,138,151	\$816,600

Conflicts of Interest & Related Party Transactions

Pursuant to our Business Ethics Policy, all ENMAX Directors, Executives, employees and contractors are required to disclose any situation that may create a conflict of interest between their personal interests and those of ENMAX. Furthermore, such persons are required to review and comply with our Conflict of Interest Standard, which provides direction and measures to assist ENMAX personnel in effectively dealing with any actual, potential or perceived conflict of interest. In accordance with such policies, ENMAX Directors, Executive, employees and contractors are prohibited from participating in, or influencing, any decision by ENMAX in which they have a conflict of interest.

ENMAX interprets the concept of a "conflict of interest" broadly as referring to any situation where an undisclosed personal interest influences, or could appear to influence, the decisions of an ENMAX Director, Executive, employee or contractor in the performance of his or her duties at ENMAX. Personal interests include matters involving ENMAX personnel directly, an immediate relative, or a business enterprise in which ENMAX personnel or his or her family has an interest, financial or otherwise.

The Governance Committee is responsible for advising the Board when a conflict of interest or potential conflict of interest arises. Directors must declare any actual, potential or perceived conflict of interest to the Board Chair. In addition, Directors are required to acknowledge and sign the Directors' Code of Conduct upon becoming a Director and to keep relevant information current by annually filing a Declaration of Interest form. In their annual questionnaires, Directors are also required to disclose any possible conflict between their duty to act in the best interests of ENMAX and their self-interests. These questionnaires assist ENMAX in identifying and monitoring possible related party transactions.

There were no material conflicts of interests or related party transactions reported by the Board, the President & CEO or the Executive in 2021.

Board Compensation Practices

ENMAX provides its independent Board members with a compensation package of fixed-fee retainers and meeting fees. The package provides competitive remuneration for the increasing responsibilities, time commitments and accountability of Board members. Non-independent Directors do not receive compensation for their role on the Board.

The Board maintains a list of industry peers (the “**Board Peer Group**”) by which to benchmark appropriate Director compensation levels, and compensation is targeted at the 50th percentile of the Board Peer Group. The Board periodically engages an independent consultant to provide compensation information and advice relative to the Board Peer Group.

ENMAX’s Board Peer Group includes the following:

COMPANY	PROVINCE	INDUSTRY CLASSIFICATION	OWNERSHIP STRUCTURE
AltaLink LP	Alberta	Electric Utilities	Limited Liability Partnership
ARC Resources Ltd.	Alberta	Oil and Gas Exploration and Production	Autonomous / Publicly Traded
ATCO Ltd.	Alberta	Multi-Utilities	Autonomous / Publicly Traded
BC Hydro	British Columbia	Electric Utilities	Government
Bruce Power LP	Ontario	Independent Power Producer and Energy Traders	Limited Liability Partnership
Capital Power Corporation	Alberta	Independent Power Producers and Energy Traders	Autonomous / Publicly Traded
Chevron Canada Resources	Alberta	Multi-Sector Holdings	Subsidiary
Emera Inc.	Nova Scotia	Electric Utilities	Autonomous / Publicly Traded
Enbridge Gas Distribution	Ontario	Gas Utilities	Subsidiary
EPCOR Utilities Inc.	Alberta	Electric Utilities	Government
FortisAlberta Inc.	Alberta	Electric Utilities	Subsidiary
FortisBC Energy Inc.	British Columbia	Electric Utilities	Subsidiary
Fortis Inc.	Newfoundland	Electric Utilities	Autonomous / Publicly Traded
Hydro One Inc.	Ontario	Electric Utilities	Government / Publicly Traded
Inter Pipeline Ltd.	Alberta	Oil and Gas Storage and Transportation	Autonomous / Publicly Traded
Manitoba Hydro-Electric Board	Manitoba	Electric Utilities	Government
Ontario Power Generation Inc.	Ontario	Electric Utilities	Government
Saskatchewan Power Corp.	Saskatchewan	Electric Utilities	Government
SaskEnergy Incorporated	Saskatchewan	Gas Utilities	Government
TransAlta Corp	Alberta	Independent Power Producer and Energy Trader	Autonomous / Publicly Traded

Director Compensation Framework

Ensuring that qualified, focused and talented Directors comprise the Board is essential in order to achieve ENMAX’s strategic objectives, and to provide effective guidance to and oversight of management. The Governance Committee is responsible for reviewing Director compensation and recommending any compensation adjustments to the Board. In reviewing Director compensation, the Governance Committee considers the following matters:

- The complexity of ENMAX’s business and corporate strategy;
- The expected time commitment of the current Directors;
- The overall expertise and experience required for Directors on ENMAX’s Board; and
- The need for compensation that is fair and is in alignment with ENMAX’s Peer Group, to allow ENMAX to attract highly qualified individuals.

The compensation for the independent Directors is approximately the median of ENMAX’s Board Peer Group. The Board compensation framework is as follows:

TYPE	REMUNERATION
Board Chair Annual Retainer	\$187,200 Paid as \$46,800 per quarter
Committee Chair Annual Retainer	\$114,600 Paid as \$28,650 per quarter
Individual Director Annual Retainer	\$98,300 Paid as \$24,575 per quarter
Board, Committee, or Shareholder Meeting Fee	\$1,500 Paid per meeting attended

Director Expenses

ENMAX reimburses Directors for costs associated with attending meetings or functions including travel, hotel accommodation and meals. Directors keep records of expenses, including receipts. The Board Chair approves all Director expenses and the Audit Committee Chair approves Board Chair expenses. ENMAX’s Internal Audit team audits all Director and Board Chair expenses on an annual basis and the audit results are reported to the Audit Committee each May. No matters of concern were identified for the year ending December 31, 2021.

2021 Total Compensation

The table on **page 24** details the total amount ENMAX paid to each independent Director in 2020 and 2021. Of note:

- ENMAX’s President & CEO serves on the Board. Charles Ruigrok was appointed President & CEO (Interim) of ENMAX in October 2021. Since assuming this role, he no longer receives Director compensation. For details on his compensation as President & CEO of ENMAX, please see **page 43**.
- **“Board and Committee Meeting Fees”** includes all compensation that each Director received during the year for attending regularly scheduled Board and Committee meetings.
- **“Special Meeting Fees”** for 2021 includes all compensation that Directors received for attending special meetings held to discuss CEO succession and Director recruitment, as well as education sessions. For 2020, **“Special Meeting Fees”** includes all compensation that Directors received for special meetings held to discuss CEO succession and Director recruitment, in addition to the Versant Power transaction and education sessions.

Throughout 2021, the Board held special meetings to address CEO succession matters and Board succession matters. Where the Board delegated responsibilities to committees other than the Audit, Governance or Safety & Human Resources Committees, fees for meetings are reflected under the **“Shareholder and Special Meeting Fees”** column of the below table entitled **“Director Total Compensation”**.

Director Total Compensation¹

ENMAX DIRECTORS	ANNUAL RETAINER		BOARD & COMMITTEE MEETING FEES ²		SHAREHOLDER & SPECIAL MEETING FEES ³		TRAVEL		TOTAL	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
Laura Formusa	114,600	114,600	27,000	27,000	27,000	28,000	1,500	0	170,100	169,600
Daryl Fridhandler ⁴	7,479	N/A	N/A	N/A	N/A	N/A	0	N/A	7,479	N/A
Eric Markell ⁵	101,578	98,300	27,000	28,500	16,500	25,000	1,500	0	146,578	151,800
Greg Melchin	187,200	187,200	33,000	34,500	39,000	29,500	0	0	259,200	251,200
Barbara Munroe ⁶	49,150	N/A	15,000	N/A	15,000	N/A	0	N/A	79,150	N/A
Chika Onwuekwe ⁶	49,150	N/A	15,000	N/A	15,000	N/A	0	N/A	79,150	N/A
Elise Rees	98,300	98,300	25,500	28,500	18,000	13,500	1,500	0	143,300	140,300
Charles Ruigrok ⁷	91,555	114,600	22,500	27,000	27,000	31,000	0	0	141,055	172,600
Kathleen Sendall ⁸	111,990	98,300	27,000	31,500	31,500	16,500	0	0	170,490	146,300
Richard Shaw ⁹	51,761	114,600	13,500	25,500	9,000	24,250	0	0	74,261	171,850
Bill Taylor ¹⁰	98,300	59,923	25,500	28,500	25,500	12,000	1,500	0	150,800	100,423
Bruce Williamson ¹⁰	98,300	59,923	27,000	30,000	27,000	10,500	1,500	0	153,800	100,423
Total									1,575,363	1,435,071

¹ All fees noted above are paid in Canadian dollars. For 2020, Total Compensation includes fees paid to former director Neil Camarta, who retired from the ENMAX Board in June 2020.

² Includes all regularly scheduled Board and Committee meetings held.

³ Includes all Shareholder meetings, Director education sessions, CEO and Director recruitment meetings, and a City Audit Committee meeting. In 2020, this also included meetings for the Versant Power transaction.

⁴ Daryl Fridhandler joined the ENMAX Board on December 3, 2021.

⁵ Eric Markell became Chair of the Audit Committee on October 18, 2021.

⁶ Barbara Munroe and Chika Onwuekwe both joined the ENMAX Board on June 29, 2021.

⁷ Charles Ruigrok became President & CEO (Interim) on October 18, 2021.

⁸ Kathy Sendall became Chair of the Governance Committee on March 24, 2021.

⁹ Richard Shaw retired from the ENMAX Board on June 29, 2021.

¹⁰ Bill Taylor and Bruce Williamson both joined the ENMAX Board on May 22, 2020.

Our Approach to Executive Compensation

Compensation Principles

At ENMAX, we compensate, reward and recognize employees at every level of the organization based on their contributions toward our business outcomes. We strive to attract, motivate, and retain a high-performance workforce. To accomplish this, our compensation programs are designed to meet the following objectives:

- Attract and retain key talent by providing compensation that is competitive with ENMAX's peer group for ENMAX's Executives, as found on **page 27** of this report (the "**Executive Peer Group**");
- Encourage behaviours that generate outcomes aligned with our business strategy and risk profile;
- Align employee interests with our business objectives by supporting a pay-for-performance culture that rewards strong performance and reduces variable compensation paid in the event of certain business goals not being met;
- Promote responsible and transparent compensation policies and processes; and
- Provide flexibility to respond to continuously evolving market and governance practices.

Our approach to the disclosure of executive compensation is informed by National Instrument 51-102 – *Continuous Disclosure Obligations*, specifically Form F6 – Statement of Executive Compensation.

Pay Positioning

In order to support our compensation objectives, ENMAX's compensation structure is designed to provide target total direct compensation at the median (50th percentile) of our established Executive Peer Group for performance that meets expectations. Compensation for an individual may vary from the median based on a variety of factors, including:

- Scope of the role within ENMAX;
- Key skills and contributions of the individual;
- Tenure and experience in the role; and
- Other considerations related to attraction and retention.

Executive Peer Group

We benchmark our compensation structure and its competitiveness annually relative to our Executive Peer Group. This comparison reflects the market within which ENMAX competes for executive talent with companies that have similar business operations. ENMAX's Executive Peer Group has a significant presence in Alberta, reflecting local pay practices and competitive pressures. As a result, our compensation program must be competitive to ensure we can attract and retain the executive talent required to achieve our business objectives.

We periodically review our Executive Peer Group selection criteria and the companies included within our Executive Peer Group for continued relevance and appropriateness. On an annual basis, the SHRC reviews the positioning of each Executive within the context of ENMAX's compensation structure, competitive pay levels, and internal relativity; if appropriate, adjustments are made. The last comprehensive Executive Peer Group review was conducted in 2019. Annual reviews continue to be conducted to ensure the continued suitability of the Executive Peer Group and to consider changes such as mergers or major changes in business direction.

The following criteria have been used to develop our current Executive Peer Group:

CRITERIA	FOCUS	RATIONALE
Industry	<ul style="list-style-type: none"> • Electric, Gas & Multi Utilities • Oil & Gas Exploration & Production • Independent Power Producers & Energy Traders • Oil & Gas Storage & Transportation • Oil & Gas Equipment & Services 	<p>Industries in which relevant skills and experience at the executive level are typically found, as well as similarity in business focus.</p> <p>Also reflects that organizations in some of these industries operate under a similar regulatory framework as ENMAX and have similar lines of business.</p>
Ownership Structure	<ul style="list-style-type: none"> • Government organizations • Autonomous, publicly-traded companies • Subsidiary organizations • Non-Autonomous organizations 	<p>Reflects the ownership structure of ENMAX, with responsibilities to taxpayers, and considers that executive talent can be sourced from a variety of organizations.</p>
Size	<ul style="list-style-type: none"> • Similar in size to ENMAX (i.e., approximately 0.5x to 2x ENMAX's revenue) 	<p>Reflects the scope and complexity of operations, and level of infrastructure required to operate in this industry.</p>
Geography	<ul style="list-style-type: none"> • Based in Canada • Representation of Alberta-based organizations 	<p>Reflects the pay practices and competitive environment within which ENMAX competes for executive talent in Alberta and, more broadly, Canada.</p>

Our Executive roles are assessed relative to the most directly comparable positions in the Executive Peer Group, considering such factors as position responsibilities, span of control, management level, reporting relationships, and strategic focus.

As previously noted, ENMAX's Executive Peer Group was recently reviewed in 2019. Our Executive Peer Group for Executive compensation purposes is comprised of different entities than those used for Director compensation. See our current Executive Peer Group on **page 27**.

ENMAX's Executive Peer Group includes the following:

COMPANY	PROVINCE	INDUSTRY CLASSIFICATION	OWNERSHIP STRUCTURE
Alectra Inc.	Ontario	Electric Utilities	Government
Algonquin Power & Utilities Corp.	Ontario	Multi-Utilities	Autonomous / Publicly Traded
AltaGas Ltd.	Alberta	Gas Utilities	Autonomous / Publicly Traded
AltaLink LP	Alberta	Electric Utilities	Limited Liability Partnership
ATCO Ltd.	Alberta	Multi-Utilities	Autonomous / Publicly Traded
BC Hydro & Power Authority	British Columbia	Electric Utilities	Government
Bruce Power LP	Ontario	Independent Power Producer and Energy Traders	Limited Liability Partnership
Capital Power Corporation	Alberta	Independent Power Producers and Energy Traders	Autonomous / Publicly Traded
Chevron Canada Resources Ltd.	Alberta	Oil and Gas Exploration and Production	Subsidiary
Emera Inc.	Nova Scotia	Electric Utilities	Autonomous / Publicly Traded
Enbridge Gas Inc.	Ontario	Gas Utilities	Autonomous/Publicly Traded
Enerflex Ltd.	Alberta	Oil and Gas Equipment and Services	Autonomous / Publicly Traded
EPCOR Utilities Inc.	Alberta	Electric Utilities	Government
FortisAlberta Inc.	Alberta	Electric Utilities	Subsidiary
FortisBC Energy Inc.	British Columbia	Electric Utilities	Subsidiary
Hydro One Ltd..	Ontario	Electric Utilities	Government / Publicly Traded
Inter Pipeline Ltd.	Alberta	Oil and Gas Storage and Transportation	Autonomous / Publicly Traded
Keyera Corp.	Alberta	Oil and Gas Storage and Transportation	Autonomous / Publicly Traded
Manitoba Hydro-Electric Board	Manitoba	Electric Utilities	Government
Ontario Power Generation Inc.	Ontario	Electric Utilities	Government
Saskatchewan Power Corp.	Saskatchewan	Electric Utilities	Government
Toronto Hydro Corporation	Ontario	Electric Utilities	Government
TransAlta Corp.	Alberta	Independent Power Producer and Energy Trader	Autonomous / Publicly Traded
Vermilion Energy Inc.	Alberta	Oil and Gas Exploration and Production	Autonomous / Publicly Traded

Compensation Components

Our Executive compensation program is comprised of the following elements:

COMPENSATION ELEMENT	LINK TO COMPENSATION OBJECTIVES	LINK TO BUSINESS OBJECTIVES
FIXED COMPENSATION		
Salary	<ul style="list-style-type: none"> • Competitiveness • Income Security • Recognize skills and leadership, and reflect degree of accountability 	Competitive pay ensures high quality talent in order to achieve the business objectives.
Pension	<ul style="list-style-type: none"> • Competitiveness • Income Security • Retention 	Competitive pension ensures high quality talent in order to achieve the business objectives.
Benefits	<ul style="list-style-type: none"> • Competitiveness • Health and Wellbeing 	Competitive benefits and our commitment to employee wellness ensures quality talent in order to achieve business objectives.
Perquisites	<ul style="list-style-type: none"> • Competitiveness 	Competitive perquisites ensure high quality talent in order to achieve business objectives.
VARIABLE (OR “AT RISK” COMPENSATION)		
ENMAX Short Term Incentive Annual Variable Pay Plan (“AVPP”)	<ul style="list-style-type: none"> • Competitiveness • Pay-for-performance • Retention 	<p>Rewards the achievement of short-term objectives measured at the Corporate, Business Unit, and Individual level during the year.</p> <p>Competitive pay ensures high quality talent in order to achieve business objectives.</p>
Versant Power Short Term Incentive Balanced Scorecard (“BSC”)	<ul style="list-style-type: none"> • Competitiveness • Pay-for-performance • Retention 	<p>Rewards the achievement of short-term objectives measured at the Corporate and Individual level during the year.</p> <p>Competitive pay ensures high quality talent in order to achieve business objectives.</p>
ENMAX & Versant Power Long-term Incentive Plan (“LTIP”)	<ul style="list-style-type: none"> • Competitiveness • Pay-for-performance • Retention 	<p>Rewards the achievement of longer-term business and strategic objectives measured over a 3-year period.</p> <p>Competitive pay ensures high quality talent in order to achieve business objectives.</p>

Our AVPP, BSC and LTIP are designed to:

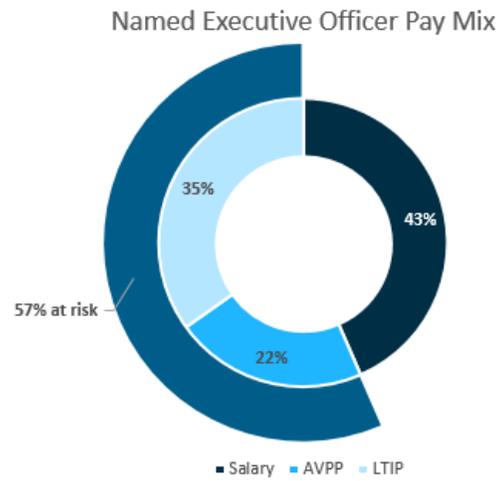
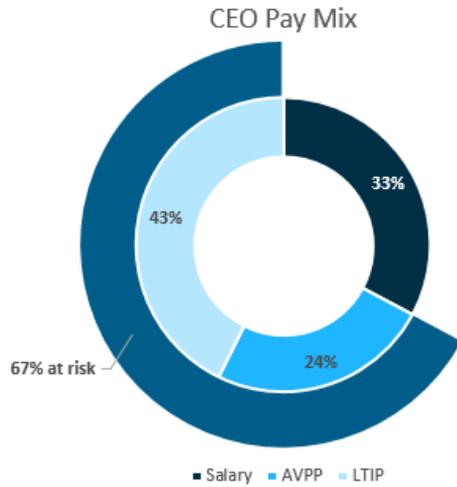
1. Provide a greater pay-for-performance focus aligned with the achievement of our strategic goals;
2. Strengthen the alignment of participants’ interests with our Shareholder; and
3. Better align the full range of compensation opportunities with market levels.

Pay Mix

Our total direct compensation is comprised of salary and variable pay, and excludes pension, benefits and perquisites. A targeted pay mix is determined for each Executive in consideration of competitive practices, internal relativity, and the role's scope of responsibility. The targeted mix between the compensation elements varies depending on the Executive's ability to impact short-term and long-term business results, and to reflect competitive practices.

The actual pay will vary from target pay mix based on an assessment of multiple factors (discussed in Pay Positioning on **page 25**) and is reviewed annually by the Executive and the SHRC to ensure that ENMAX's compensation objectives are being achieved. The actual pay varies from year to year based on performance and other factors.

Our executive compensation structure has been developed in order to provide the majority of compensation in the form of variable, or "at-risk" pay to ensure alignment with performance and our Shareholder's interests.



Compensation Governance at ENMAX

Mandate of the Safety & Human Resources Committee

The SHRC is responsible for the oversight of ENMAX’s compensation programs for executives. Specific compensation accountabilities of the SHRC include:

- Oversee key compensation and human resources policies and programs;
- Review the compensation philosophy and programs to ensure alignment with business objectives;
- Review the CEO’s performance and the CEO’s assessment of the performance of their direct reports;
- Review and recommend to the Board for approval the compensation of the CEO and other Executives;
- Oversee the pension plans; and
- Assess certain human resources-related risks, including pension risk, and workforce development and retention risks.

Compensation Approval Process

The SHRC meets quarterly with special meetings convened as required over the course of the year. The CEO provides recommendations to the SHRC on compensation-related issues based on information and analysis prepared by the Executive with input from external compensation consultants and experts.

The SHRC considers a variety of information in reviewing the CEO’s recommendations and makes a recommendation to the Board for their approval. The Board reviews the recommendation and has ultimate authority to approve it.

Compensation Approval Process for President & CEO

ANALYSIS	RECOMMENDATIONS	APPROVAL
Board Chair and SHRC Chair are informed by performance results and compensation consultants.	SHRC following review of recommendations of Board Chair and SHRC Chair.	Board of Directors

Compensation Approval Process for President & CEO’s Direct Reports

INPUTS	ANALYSIS	RECOMMENDATIONS	APPROVAL
<ul style="list-style-type: none"> • Corporate Business Unit and Individual Business results • Market data analysis and competitive practices provided by Willis Towers Watson • Information from compensation consultants 	Analysis of data collected from inputs conducted by the President & CEO	SHRC following review of President & CEO’s recommendations	Board of Directors

Compensation Risk Mitigation

As noted, the SHRC regularly reviews the compensation programs for continued appropriateness and, from time to time, makes modifications to align with evolving market and good governance practices.

Highlights of practices that mitigate compensation-related risks are as follows:

RISK MITIGATING PROCESS	DESCRIPTION
Oversight Responsibility	All Executive compensation-related decisions are reviewed and approved by the SHRC and the Board. The Board has ultimate oversight and accountability for Executive compensation at ENMAX. In preparing its recommendations, the SHRC has access to its own independent advisor to provide input from an external perspective.
Competitive Positioning	Our compensation philosophy targets compensation to be delivered near the 50th percentile, with the ability to pay at, above, or below the targeted level based on performance and other relevant factors. The overall pay levels and pay mix are established by referencing market levels and do not value any one compensation element.
Pay Mix	A significant portion of Executive compensation is delivered in variable pay, through the AVPP, BSC and LTIP. Performance is assessed over multiple time horizons (one year through the AVPP and BSC, and three years through the LTIP), with a greater emphasis on long-term performance for Executives. Multiple, overlapping performance periods ensure that there is an ongoing focus on long-term sustainability of performance.
Measuring Performance	Performance is assessed in our AVPP, BSC and LTIP using a variety of measures at the Corporate, Business Unit, and Individual levels. The measures have been selected to provide a balanced focus on various financial and operating results that ultimately support our business strategy. Multiple measures reduce the emphasis on one metric and provide a more holistic view of performance. Specific performance goals, such as the threshold, target, and maximum for each measure, are reviewed annually by the SHRC for continued appropriateness and relevance; the performance range is adjusted for upcoming performance periods as appropriate.
Incentive Program Caps	Incentive program payouts are capped in order to ensure that excessive payments do not occur in years of extraordinary performance. AVPP payouts are capped at 150% of target, BSC payout are capped at 200% of target, and LTIP payouts are capped at 200% of the grant.
Incentive Claw-backs	A claw-back provision is in place for ENMAX AVPP and LTIP which seeks recoupment of variable compensation (or adjustment of future payments) in the event of material restatement of financials and intentional fraud or misconduct that caused or partially caused the need for restatement.

Compensation “Claw-Backs”

A compensation “claw-back” provision applies for ENMAX’s variable pay programs and applies to the President & CEO, Executive Vice Presidents, Senior Vice Presidents, and Vice Presidents.

The determination of payments under ENMAX’s variable pay programs is based on assumptions and representations provided by the Executive. The Board reserves the right to seek repayment of past payments made and/or amend any future payments in situations where:

- The amount of variable pay received by the Executive or former Executive was calculated based upon, or contingent on, the achievement of certain financial results that were subsequently the subject of, or affected by, a material restatement of all or a portion of ENMAX’s financial statements;
- The Executive or former Executive engaged in intentional misconduct or fraud that caused or partially caused the need for the restatement; and
- The amount of variable pay received would have been lower had the financial results been properly reported.

Compensation Advisors

ENMAX engages advisors as follows:

- Willis Towers Watson is ENMAX’s actuary and, as such, provides actuarial services for defined benefit supplemental retirement plan values for eligible Executive plan member as applicable;
- Willis Towers Watson acts as a management Executive Compensation consultant; and
- Consulting services from Meridian Compensation Partners, LLC is provided to the SHRC.

Fees paid by ENMAX to external compensation advisors are outlined below. This reflects when fees were paid and may not align with when work commenced or ended.

COMPANY	SERVICES	2021 FEES	2020 FEES
Willis Towers Watson (Retained by management)	Executive Pension Disclosure	\$5,250	\$12,600
Willis Towers Watson (Retained by management)	Executive Compensation Consulting	\$37,239	\$59,942
Meridian Compensation Partners, LLC (Retained by SHRC)	Executive Compensation Consulting	\$5,313	\$40,066

Our Named Executive Officers

2021 was a year of transition for ENMAX's Executive and included resignation of Wayne O'Connor who served as President and Chief Executive Officer, followed by the appointment of Charles Ruigrok as President & Chief Executive Officer, to serve until a successor is appointed. In addition, Preet Dhindsa joined ENMAX as Executive Vice President & Chief Financial Officer, assuming the role from Davin Kivisto, who was acting as Chief Financial Officer.

ENMAX's named executive officers ("NEOs") for the 2021 year are as follows:

- Charles Ruigrok - President & Chief Executive Officer (Interim);
- Wayne O'Connor, Former President & Chief Executive Officer;
- Preet Dhindsa, Executive Vice President, Finance & Chief Financial Officer;
- Davin Kivisto, Former Chief Financial Officer (Interim);
- Former President, ENMAX Energy – Lonnie Enns;
- Jana Mosley, President, ENMAX Power;
- John Flynn, President, Versant Power

The biographies for the NEOs named above who remain executives of ENMAX as at the date of this report are as follows:



Charles Ruigrok
President & CEO (Interim)

With over forty years of business and executive experience in the energy industry, Charles Ruigrok brings an extensive understanding of ENMAX and its operations to the role of President & CEO, having served as a member of the ENMAX Board for over a decade and acting as ENMAX's President & CEO on an interim basis during 2011-2012. Charles also serves as Chair of ENMAX's Maine-based transmission and distribution business board, Versant Power.

Charles previously held the position of CEO of Syncrude Canada Ltd. and also spent 26 years at Imperial Oil, where he held various senior executive positions, including Vice President of Oil Sands Development and Research.

Charles is a past director of Syncrude Canada Ltd., Rainbow Pipeline Company, Progas Limited, the Alberta Chamber of Resources, Petroleum Technology Alliance Canada and Soane Energy LLC. He also served as a member of the Board of Governors of the Canadian Association of Petroleum Producers.



Preet Dhindsa
Executive Vice President, Finance & CFO

Preet S. Dhindsa joined ENMAX in March 2021 as Executive Vice President, Finance & Chief Financial Officer and is responsible for the company's financial functions, including accounting, audit, treasury and corporate finance. He also oversees the Information Technology (IT) team. Preet is a Chartered Professional Accountant (CPA, CA) and Chartered Director with more than 25 years of experience in the energy, financial services, and gaming and lottery industries, and in professional advisory services with Big 4 firms focused on post-merger integration. Preet also serves on ENMAX's Maine-based transmission and distribution business Board, Versant Power.

Previously, Preet held the role of Senior Vice President & Chief Financial Officer, Global Banking and Markets (GBM), at Scotiabank, overseeing finance teams in Canada, the U.S., Europe and Asia. Prior to Scotiabank, Preet held the position of Executive Vice President, Chief Administrative Officer & Chief Financial Officer at the Ontario Lottery and Gaming Corporation (OLG), where he was accountable for corporate functions

including finance, enterprise risk management, human resources, information technology and corporate administration. In addition, Preet held post-merger integration advisory roles with Ernst & Young and executive positions at INVESCO, a publicly traded global asset management firm, in the areas of national sales, human resources and finance.

Preet holds a Bachelor of Science in Mathematics and Statistics from Western University and a Graduate Diploma in Accounting from Wilfrid Laurier University. In addition, he obtained a Chartered Director designation from The Directors College – a joint venture of McMaster University and The Conference Board of Canada.

Preet is currently a member of the Departmental Audit Committee of Transport Canada, an Advisory Board member of Rosenzweig & Company executive search and has been selected by the Canadian Board Diversity Council (CBDC) as a Diversity 50 Board Candidate. Previously, Preet held Board positions at the Interprovincial Lottery Corporation and Halton Region Children's Aid Society.



Jana Mosley
President, ENMAX Power

Jana is responsible for ENMAX's regulated transmission and distribution (wires) business in Calgary. She also directs ENMAX's power infrastructure engineering and maintenance services.

With over two decades of industry experience, Jana has worked for various utilities, industrial consumers, generators, and the Alberta Electric System Operator. Prior to joining ENMAX in 2015, Jana served as President for Similan Consulting Inc. and advised companies across North America on electricity policy application, connection to the transmission grid, utility operations and project management.

She holds a Bachelor of Science in Electrical Engineering from the University of Manitoba, is a Registered Professional Engineer with APEGA, has a Project Management Professional designation and an ICD.D designation, and completed the Advanced Management Program from Harvard Business School. In addition to her role at ENMAX, she serves on the board of the Western Energy Institute, Women+Power, and Women in Communication and Technology and is a 2022 Calgary Influential Women in Business award winner.



John Flynn
President, Versant Power

John joined Versant Power in 2020 as President. With more than 400 employees and 10,400 square miles of service territory, Versant Power delivers essential electricity services to over 160,000 customers across northern and eastern Maine.

John comes to Versant Power with more than 30 years of industry experience with utilities in New England and throughout the United States. An energetic and dynamic leader, he brings decades of expertise in large utility project execution, strategic planning, business development, risk management, financial expertise and regulatory acumen. Most recently, John led the Strategy & Public Affairs team for Vermont Electric Co. and held previous roles as Global Head of Strategy & Development and Senior Vice President of Strategy & Development with National Grid, as well as leadership positions within American Transmission Company and American Electric Power.

Originally from Connecticut, John graduated from Fairfield University with a bachelor's degree in accounting and received further executive education from the University of Michigan School of Business and the Massachusetts Institute of Technology's Sloan School.

2021 Executive Compensation

Setting Each Compensation Component

Our compensation programs are designed to support ENMAX’s business objectives, allowing us to successfully execute our human resources strategy and support a high-performing culture by aligning pay with performance. In determining our Executives’ compensation in a given year, the SHRC considers a comprehensive set of factors, which includes:

- External market data for comparable positions within our Executive Peer Group;
- Assessment of ENMAX’s performance;
- Assessment of performance of the CEO and the CEO’s direct reports;
- Each Executive’s potential to contribute to our strategic direction and long-term value creation for our Shareholder; and
- Any operating environmental factors affecting the shareholder, and the communities and customers that ENMAX serves.

Salaries

Salaries are established at a level that is competitive in the market for similar roles and reflects the nature and level of the position, the level of skill, knowledge, and experience each individual brings to their role, and each individual’s level of performance.

The following table provides 2021 annual base salaries for each of the NEOs over a full calendar year. Please see the Summary Compensation Table on **page 43** for actual compensation paid out in 2021.

NAME / POSITION	2021 SALARY (Annualized)	2020 SALARY (Annualized)	% CHANGE
Charles Ruigrok, President & CEO (Interim) ¹	N/A	N/A	N/A
Wayne O’Connor - Former President & CEO	\$660,000	\$625,000	5.6%
Preet Dhindsa – Executive Vice President, Finance & CFO	\$400,000	N/A	N/A
Davin Kivisto, Former CFO (Interim)	\$300,000	\$300,000	0.0%
Lonnie Enns, Former President, ENMAX Energy	\$390,000	\$320,000	21.9%
Jana Mosley, President, ENMAX Power	\$380,000	\$330,000	15.2%
John Flynn, President, Versant Power ²	\$407,453	\$407,453	0.0%

¹ Given the interim nature of Mr. Ruigrok’s appointment, his compensation was set as an all-inclusive monthly retainer amount, in lieu of participating in AVPP, LTIP, benefits plans, pension contributions or other allowances. Actual compensation paid to Mr. Ruigrok during 2021 is disclosed on **page 43**. Compensation paid to Mr. Ruigrok for his service as a Director is disclosed on **page 24**. Mr. Ruigrok does not receive compensation for his role on the Board while serving as President & CEO (Interim).

² All compensation is reported in Canadian currency. U.S. currency was converted to Canadian currency using the average Canada / U.S. exchange rate as used in preparing the Corporation’s consolidated financial statements for the year ended December 31, 2021. The average exchange rate was USD \$1 to CDN \$1.2537 in 2021.

Annual Variable Pay Plan - ENMAX

Program Design

ENMAX's Annual Variable Pay Plan ("AVPP") provides for competitive compensation that reflects ENMAX's overall financial performance, achievement of key performance indicators ("KPIs") related to each business unit or functional area over which an Executive has oversight, and individual performance. The AVPP is designed to:

- Provide clear and quantifiable performance expectations by establishing threshold, target, and maximum performance levels, with payouts that are reflective of the level of performance achieved;
- Improve line-of-sight by ensuring an appropriate weighting on corporate, business unit and individual performance;
- Focus business unit KPIs on key success objectives of safety, operational excellence, financial performance, customer and people;
- Ensure that each KPI is thoughtfully developed by considering participants' ability to impact performance;
- Allow for increased differentiation of payouts based on individual contributions and performance; and
- Ensure a competitive payout opportunity at various levels of performance.

The range of payouts (expressed as a percentage of salary) based on 2021 performance of the current permanent ENMAX NEOs is as follows:

POSITION	BELOW THRESHOLD PERFORMANCE (% OF SALARY)	THRESHOLD PERFORMANCE (% OF SALARY)	TARGET PERFORMANCE (% OF SALARY)	MAXIMUM PERFORMANCE (% OF SALARY)
President & CEO ¹	0%	37.5%	75.0%	112.5%
Other NEOs	0%	25.0%	50.0%	75.0%

¹ The current Interim President & CEO is not eligible for the Annual Variable Pay. The table reflects the typical weighting for the President & CEO position.

The weighting of each component of performance varies by organization level, as shown below for the NEOs. Performance scores for each component can range from 0 per cent of target for performance below threshold, 50 per cent of target for threshold performance, to 150 per cent of target for maximum performance. AVPP payouts are capped at 150 per cent of target.

CORPORATE PERFORMANCE	BUSINESS UNIT PERFORMANCE	INDIVIDUAL PERFORMANCE
<ul style="list-style-type: none"> • Safety (total recordable injury frequency) • Profitability as measured by EBITDA • Cost Management as measured by Gross OM&A (Operations, Maintenance & Administration cost control) 	<ul style="list-style-type: none"> • Select KPIs that drive success at a Business Unit level in the areas of cost control, project delivery and performance 	<ul style="list-style-type: none"> • Measures success on personal performance goals
President & CEO ¹ : 80% weight	N/A	20% weight
Other NEOs: 50% weight	30% weight	20% weight

¹ The current Interim President & CEO is not eligible for the Annual Variable Pay. The table reflects the typical weighting for the President & CEO position.

The Board retains overall discretion for all AVPP payouts.

2021 Payouts

The SHRC considers a range of key factors in determining recommended compensation levels for all NEOs and such recommendations are then submitted to the Board for approval. In any given year, actual AVPP payouts for the NEOs may be more or less than target levels. The specific payouts associated with the AVPP are outlined below and in the Summary Compensation Table on [page 43](#).

The following provides the targeted performance at the corporate level, and ENMAX's actual results relative to its targeted performance. The resulting payout factors for safety, profitability (EBITDA) and cost management (Gross OM&A) are shown and are calculated based on actual performance relative to pre-established threshold, target, and maximum performance levels for 2021.

ENMAX was above target corporate KPI performance for 2021.

PERFORMANCE MEASURE	2021 TARGET PERFORMANCE	2021 ACTUAL PERFORMANCE	PAYOUT FACTOR
Safety – TRIF (25% weight) ¹	0.93	0.74	116%
Profitability - EBITDA (55% weight) ²	\$449 Million	\$478 Million	122%
Cost Management – Gross OM&A (20% weight) ³	\$470 Million	\$453 Million	136%
Corporate Performance Payout Factor: 123%⁴			

¹ TRIF – Total Recordable Injury Frequency – the lower the result on this measure is desirable.

² EBITDA – Earnings before Interest, Tax, Depreciation and Amortization – the higher the result on this measure is desirable.

³ Gross OM&A – Operations, Maintenance, and Administration - the lower the result on this measure is desirable.

⁴ As approved by the SHRC and subsequently by the Board on March 17, 2022.

In 2021, ENMAX's individual business units drove performance by setting KPIs associated with business unit specific targets. Performance metrics varied between business units and included KPIs such as safety, operational excellence, financial performance, customer and people. The table below highlights the performance payout factor of each business unit.

BUSINESS UNIT PERFORMANCE PAYOUT FACTOR	PERFORMANCE PAYOUT FACTOR
ENMAX Power	132%
ENMAX Energy	143%
Shared Services ¹	137%

¹ Shared Services results are calculated based on the weighted average of Business Unit scores relative to the net OM&A allocation. In 2021 the weighted average for the Shared Services score is 54% Power and 46% Energy.

Individual goals aligned to ENMAX's strategy are established at the beginning of the year, specific to each NEO and his or her area of responsibility. Individual performance is then assessed by the Board. For 2021, each of the NEOs, met or exceeded their individual performance objectives.

Based on the corporate, business unit, and individual performance achieved, the overall payout factor, target and actual AVPP payouts for each NEO, based on 2021 performance, is presented below.

Name/Position	CORPORATE, BUSINESS UNIT, INDIVIDUAL & OVERALL PAYOUT FACTORS				AVPP PAYOUT RANGE (% OF SALARY)			PAYOUT FOR 2021 PERFORMANCE	
	Corporate Factor	Business Unit Factor	Individual Factor	Overall Payout Factor	Threshold	Target	Maximum	\$ Value	% of Salary ¹
Preet Dhindsa Executive Vice President, Finance & CFO	123%	137%	100%	122.6%	25.0%	50.0%	75.0%	\$186,729	61%
Davin Kivisto Former CFO (Interim)	123%	137%	140%	130.6%	20.0%	40.0%	60.0%	\$156,720	52%
Jana Mosley President, ENMAX Power	123%	132%	125%	126.1%	25.0%	50.0%	75.0%	\$231,709	63%

¹ Salary reflects 2021 eligible earnings.

Balanced Scorecard – Versant Power

Program Design

Versant Power’s Balanced Scorecard (“BSC”) provides for competitive compensation that reflects Versant Power’s overall financial performance, achievement of key performance indicators (“KPIs”), and individual performance. The BSC is designed to:

- Provide clear and quantifiable performance expectations by establishing threshold, target, and maximum performance levels, with payouts that are reflective of the level of performance achieved;
- Focus KPIs on key success objectives of safety, project delivery and financial performance;
- Ensure that each KPI is thoughtfully developed by considering participants’ ability to impact performance;
- Allow for increased differentiation of payouts based on individual contributions and performance; and
- Ensure a competitive payout opportunity at various levels of performance.

The range of payouts (expressed as a percentage of salary) based on 2021 performance of the current permanent Versant Power NEO is as follows:

POSITION	BELOW THRESHOLD PERFORMANCE (% OF SALARY)	THRESHOLD PERFORMANCE (% OF SALARY)	TARGET PERFORMANCE (% OF SALARY)	MAXIMUM PERFORMANCE (% OF SALARY)
John Flynn President, Versant Power	0%	25.0%	50.0%	100.0%

Performance scores for the Corporate component can range from 0 per cent of target for performance below threshold, 50 per cent of target for threshold performance, to 200 per cent of target for maximum performance. Individual performance scores can range from 0 per cent of target to 150 per cent of target for maximum performance. The results of the two performance scores are multiplied to determine the final individual payout percentage. BSC payouts are capped at 200 per cent of target.

CORPORATE PERFORMANCE	INDIVIDUAL PERFORMANCE
<ul style="list-style-type: none"> • Safety • People • Customer • Asset Management • Financial 	<ul style="list-style-type: none"> • Measures success on personal performance goals
0% - 200%	0% - 150%

The Versant Board retains overall discretion for all BSC payouts.

2021 Payouts

The Board considers a range of key factors in determining recommended compensation levels for all NEOs and such recommendations are then submitted to the Versant Board for approval. In any given year, actual BSC payouts for the NEOs may be more or less than target levels. The specific payouts associated with the BSC are outlined below and in the Summary Compensation Table on **page 43**.

The following provides the weighted performance measures at the corporate level, and Versant Power's actual results relative to its targeted performance. The resulting payout factors are shown and are calculated based on actual performance relative to pre-established threshold, target, and maximum performance levels for 2021.

Versant Power was above target corporate KPI performance for 2021.

PERFORMANCE MEASURE	PAYOUT FACTOR
Safety – Build a Strong Safety Culture (20% weight)	200%
People – Develop and Maintain a Strong and Sustainable Workforce (10% weight)	200%
Customer – Maintain Key Service Quality Indices (10% weight)	50%
Customer – Improve Customer Satisfaction (10% weight)	100%
Asset Management – T&D Inspection Program, Substation Maintenance, and Vegetation Management Plan (10% weight)	200%
Asset Management – Project Completion (10% weight)	100%
Financial – Net Income (15% weight)	200%
Financial – Cash Flow from Operations (15% weight)	200%
Corporate Performance Payout Factor: 165%¹	

¹ As approved by the Versant Power Board on January 27, 2022.

Individual goals aligned to Versant Power's strategy are established at the beginning of the year, specific to each NEO and his or her area of responsibility. Individual performance is then assessed by the ENMAX Board. For 2021, Mr. Flynn exceeded his individual performance objectives.

Based on the corporate and individual performance achieved, the overall payout factor, target and actual BSC payouts for Mr. Flynn, based on 2021 performance, is presented below.

Name/Position	Corporate Factor	Individual Factor	Overall Payout Factor ¹	AVPP PAYOUT RANGE (% OF SALARY)			PAYOUT FOR 2021 PERFORMANCE	
				Threshold	Target	Maximum	\$ Value	% of Salary
John Flynn President, Versant Power	165%	125%	200%	25.0%	50.0%	100.0%	\$407,453	100%

¹ The 2021 BSC payment for Mr. Flynn was capped at 200% of target per the plan design.

² The 2021 BSC payment for Mr. Flynn was capped at 200% of target per the plan design. All compensation is reported in Canadian currency. U.S. currency was converted to Canadian currency using the average Canada / U.S. exchange rate as used in preparing the Corporation's consolidated financial statements for the year ended December 31, 2021. The average exchange rate was USD \$1 to CDN \$1.2537 in 2021.

³ Salary reflects 2021 eligible earnings.

Long-Term Incentive Plan

Program Design

ENMAX’s CEO, Presidents, Executive Vice Presidents, Senior Vice Presidents, Vice Presidents, Directors, Senior Managers and Versant Power’s President, Vice Presidents and eligible Directors are participants in the Long-Term Incentive Plan (“**LTIP**”). ENMAX’s LTIP focuses Executives on sustaining high performance, facilitating attraction and retention of critical talent, and aligns Executives’ interests with our focus on creating value for our Shareholder over a long-term time horizon.

The LTIP is designed to provide a greater focus on forward-looking performance over a multi-year period. The LTIP:

- Closely aligns with performance objectives that are viewed to be key success factors of the longer-term strategic plan;
- Encourages cross business unit collaboration to achieve shared goals;
- Strengthens the pay-for-performance focus by measuring results over a forward-looking, three-year performance period;
- Strengthens retention by using a vesting schedule that fully vests at the end of a three-year performance period; and
- Provides alignment with common variable pay and good governance practices in the market.

Performance under the 2019-2021 LTIP is determined based on financial measures, weighted at 75 per cent, and strategic (non-financial) measures, weighted at 25 per cent.

FINANCIAL PERFORMANCE (75% weight)	STRATEGIC OBJECTIVES (25% weight)
Three-year average of Return on Capital Employed (2019 & 2020) and Funds From Operations/Debt (2021)	<p>2019 & 2020:</p> <ul style="list-style-type: none"> • Employee Engagement Score • Top Quartile Safety Score • Customer Satisfaction Score • Stakeholder Impression Survey Score <p>2021:</p> <ul style="list-style-type: none"> • Strategy • Structure • Culture • Leadership

Financial and strategic goals are set at the outset of each three-year performance period. The threshold, target and maximum levels of performance are set at the beginning of each year and are the same for all plans that contain that year. At the end of a performance period, the SHRC assesses performance against each measure, determines success achieved and makes a recommendation to the Board.

In making its assessment, the SHRC considers external factors beyond the participants’ control for which they should not be rewarded or penalized. Performance scores for each measure can range from 0 per cent of target for performance below threshold, 50 per cent of target for threshold performance, 100 per cent for target performance to 200 per cent of target for maximum performance. All LTIP payouts are capped at 200 per cent of target.

At the outset of the performance period, LTIP compensation opportunity is approved by the Board and communicated to program participants. Participants understand that there is no certainty of payout as it is subject to performance and employment on the payment date. LTIP payments are made in the pay period after the SHRC meeting following the completion of the performance period.

The Board retains overall discretion for all LTIP payouts.

Historical LTIP grants awarded for the period 2019-2021 are reported on **page 44**. The 2021 LTIP grants can be found on **page 43** in the Summary Compensation Table.

Pension Plans

All ENMAX NEOs participate in the DC provision of ENMAX's pension plan ("**Registered Plan**"). In addition, the NEOs participate in ENMAX's supplemental retirement plan ("**Supplemental Plan**"). The Supplemental Plan is an unfunded non-registered pension plan, and it provides benefits under a defined benefit ("**DB**") provision and a defined contribution ("**DC**") provision. With the exception of Mr. Enns, all ENMAX's NEOs participate in the DC provision of the Supplemental Plan. Mr. Enns participated in the DB provision of the Supplemental Plan. The supplemental benefits payable to the NEOs are calculated consistently with all other members of the Supplemental Plan. As the Supplemental Plan is unfunded, benefits from this plan are paid from ENMAX's general revenues.

ENMAX Defined Contribution Pension Plan

The Registered Plan provides benefits under a DB provision and a DC provision. ENMAX's NEOs all participate in the DC provision and their benefits are calculated consistently with all other DC members. A summary of the DC provisions is provided below:

- Permanent employees are immediately enrolled upon hire, immediately vested in the plan and, therefore, entitled to ENMAX's contributions upon termination or retirement;
- ENMAX contributes 4 per cent of employees' base salary to the plan;
- Employees may make optional contributions between 0 to 4 per cent of base salary, which ENMAX will match at a rate between 50 to 150 per cent based on the employee's age and service;
- Total contributions to the DC provision cannot exceed the "Money Purchase Limit" imposed by the Income Tax Act (Canada), which was \$29,210 in 2021; and
- Employees direct their own investments and may invest in various funds covering all major asset classes.

Defined Contribution Supplemental Retirement Plan

Effective March 21, 2006, the DC provision of the Supplemental Plan ("**DC SRP**") was established for all new employees and existing employees who did not previously qualify for the DB provisions of the Supplemental Plan. The DC SRP is available to employees whose base salary plus actual annual variable pay amounts exceed the annual earnings threshold under the DC provision of the Registered Plan. Other aspects of the DC SRP include:

- Employee contributions are neither permitted nor required; and
- ENMAX makes notional allocations between 6 and 10 per cent (based on age plus service) of pensionable earnings to the employee's notional account balance.

Pensionable earnings are determined as the amount of base salary plus actual annual variable pay in excess of the annual earnings threshold under the DC provision of the Registered Plan.

Defined Benefit Supplemental Retirement Plan

ENMAX closed the DB provision of the Supplemental Plan ("**DB SRP**") to new entrants effective March 21, 2006. Participants whose earnings would exceed an annual earnings threshold under the DB provisions of the Registered Plan (\$180,758 for 2021) will earn service for that year under the DB SRP. Other aspects of the DB SRP include:

- Employee contributions are neither permitted nor required;
- Formula for each year of DB SRP service is 1.75 per cent of best average pensionable earnings;
- Pensionable earnings are determined as the amount of base salary plus actual annual variable pay in excess of the annual earnings threshold under the DB provision of the Registered Plan;
- Best average pensionable earnings are the average of the pensionable earnings in the five consecutive calendar years in which pensionable earnings are the highest;
- Members are entitled to receive DB SRP benefits after two years of service from date of hire; and
- Normal retirement is the later of age 55 and the attainment of 85 points, but not later than age 65. Early retirement is age 55. The early retirement reduction is 3 per cent for each year that the member retires prior to normal retirement as mentioned above.

401(k) Retirement Plan

The 401(k) Retirement plan is available to benefits-eligible Versant Power employees. The Versant Power NEO participates in the 401(k) plan and benefits are calculated consistently with all other 401 (k) members. A summary of the 401(k) provisions is provided below:

- Benefits-eligible employees are enrolled on the first day of the month following 90 days of continuous service;
- 4% of pay, unless otherwise elected, will be deducted from pay before taxes each pay period and contributed to the member's account automatically;
- To receive the Versant Power 401(k) match, employees must complete a year of service (with over 1,000 hours worked in the year). Matches begin on the first payroll of the month following the one year employment anniversary;
- Participating employees may elect to defer 1% to 30% of their income on a pre-tax basis, subject to legal limits;
- Employees age 50 and older may make additional catch-up contributions subject to legal limits; and
- The 2021 401(k) annual employee elective deferral contribution limit is \$19,500.

Additional Benefits

NEOs participate in ENMAX's flex benefit program which may include: extended health, dental, short-term and long-term disability, life and accidental death and dismemberment insurance, critical illness insurance, executive medicals, and health spending or wellness accounts.

Executives also receive an annual perquisite account which can be allocated annually to one, or a combination of the following items: an annual perquisite or a health spending account (in addition to the amount provided under the core benefits plan). The value of the flexible perquisite account is \$20,000 for the President & CEO, \$15,000 a year for EVP, and \$10,000 a year for SVP.

Detailed Compensation Disclosure

Summary Compensation Table

NAME / POSITION	YEAR	SALARY	OTHER COMPENSATION ¹	VARIABLE PAY		PENSION VALUE ⁴	TOTAL COMPENSATION ⁵
				AVPP ²	LTIP ³		
Charles Ruigrok ⁶ President & CEO (Interim)	2021	\$294,231	\$0	\$0	\$0	\$0	\$294,231
Wayne O'Connor ⁷ Former President & CEO	2021	\$510,502	\$1,376,802	\$954,608	\$938,611	\$21,806	\$3,802,329
	2020	\$331,731	\$67,676	\$207,995	\$812,500	\$28,519	\$1,448,421
Preet Dhindsa ⁸ Executive Vice President, Finance & CFO	2021	\$304,615	\$290,495	\$186,729	\$293,300	\$24,383	\$1,099,523
Davin Kivisto ⁹ Former CFO (Interim)	2021	\$307,154	\$10,552	\$156,720	\$105,000	\$42,213	\$621,639
	2020	\$322,270	\$115,963	\$121,749	\$105,000	\$42,954	\$707,936
Lonnie Enns ¹⁰ Former President, ENMAX Energy	2021	\$372,500	\$14,302	\$201,150	\$312,000	\$18,076	\$918,028
	2020	\$332,308	\$10,963	\$139,237	\$256,000	\$164,222	\$902,730
	2019	\$312,846	\$10,592	\$176,289	\$373,920	\$27,850	\$901,497
Jana Mosley ¹¹ President, ENMAX Power	2021	\$367,500	\$175,250	\$231,709	\$304,000	\$41,004	\$1,119,463
	2020	\$334,154	\$10,385	\$145,190	\$247,500	\$36,058	\$773,287
	2019	\$268,116	\$63,923	\$116,913	\$111,250	\$28,204	\$588,406
John Flynn ¹² President, Versant Power	2021	\$407,453	\$18,805	\$407,453	\$305,589	\$1,279	\$1,140,579
	2020	\$31,343	\$26,521	\$0	\$212,215	\$0	\$270,078

¹ Other Compensation reflects perquisite amounts, premiums for company-paid critical illness insurance coverage, relocation costs, signing bonus, termination payments, retention payments, Medium-Term Incentive Plan (MTIP) payment, and special effort payments.

² Short-Term Incentive earned in year, payable in subsequent year, as approved by the ENMAX SHRC & Board and the Versant Power Board. Also represents amounts paid in accordance with an Executive Employment Agreement.

³ Reflects amounts granted at target, payable at end of the three-year performance period, subject to a performance multiplier and SHRC & Board approval, or amounts paid in accordance with an Executive Employment Agreement.

⁴ Pension Value reflects the compensatory components of the Registered and the Supplemental Plans.

⁵ Total Compensation includes salary and other compensation amounts reflective of performance for year indicated. May be payable in future years.

⁶ Mr. Ruigrok became the President & CEO (Interim) on October 18, 2021. Compensation reflects amount paid for holding the President & CEO (Interim) role.

⁷ Mr. O'Connor commenced employment with ENMAX on June 22, 2020. 2020 Compensation had been prorated to reflect start date. Other Compensation includes Relocation costs of \$56,763 in 2020 and \$171,856 in 2021, and departure provisions owed to him inclusive of severance and benefits in accordance with his Executive Agreement. AVPP and LTIP payments reflect departure provisions owed to him in accordance with his Executive Agreement.

⁸ Mr. Dhindsa commenced employment with ENMAX on March 29, 2021. Compensation has been prorated to reflect start date. Other Compensation includes a \$50,000 signing bonus and \$228,532 in relocation cost payments made in 2021.

⁹ Mr. Kivisto acted as CFO on an interim basis, from August 21, 2020 to March 29, 2021. Total Compensation reflects his actual income earned in 2020 and 2021 inclusive of compensation earned in his permanent Vice President position. Other Compensation reflects a \$105,000 special effort payment in 2020. Salary reflects salary and interim pay premium paid in 2020 and 2021.

¹⁰ Mr. Enns retired on January 4, 2022. His AVPP was paid in accordance with his Executive Employment Agreement. Mr. Enns' pension value reflects his participation in the Defined Benefit Supplemental Retirement Plan (DB SRP).

¹¹ Ms. Mosley met the definition of a named executive officer in 2021. Other Compensation includes a \$161,500 retention payment in 2021 and a \$52,500 Medium-Term Incentive Plan (MTIP) payment in 2019 from her time at the Director level.

¹² Mr. Flynn commenced employment with Versant Power on November 30, 2020 and met the definition of a named executive officer in 2021. Compensation has been prorated to reflect start date. Other Compensation reflects a \$20,000 housing allowance. All compensation is reported in Canadian currency. U.S. currency was converted to Canadian currency using the average Canada / U.S. exchange rate as used in preparing the Corporation's consolidated financial statements for the year ended December 31, 2021. The average exchange rate was USD \$1 to CDN \$1.2537 in 2021.

LTIP Grants Table

The table below summarizes LTIP grants over the last three years and the payment made for the grant following the completion of the performance period. LTIP grant amounts listed are broken out into their respective performance periods.

NAME / POSITION	YEAR OF GRANT	LTIP GRANT (FUTURE PAYMENT)			
		MINIMUM	TARGET	MAXIMUM	PAYMENT
Wayne O'Connor⁴ Former President & CEO	2021 ¹	\$0	\$812,500	\$1,625,000	\$207,639
	2020 ²	\$0	\$812,500	\$1,625,000	\$352,986
	2019 ³	\$0	\$812,500	\$1,625,000	\$377,986
Preet Dhindsa⁵ Executive Vice President, Finance & CFO	2021 ¹	\$0	\$293,300	\$586,600	
	2020 ²	\$0	\$186,700	\$373,400	
	2019 ³	\$0	\$80,000	\$160,000	\$88,000
Davin Kivisto⁶ Former CFO (Interim)					
	2019 ³	\$0	\$222,605	\$445,210	\$244,866
Lonnie Enns Former President, ENMAX Energy	2021 ¹	\$0	\$312,000	\$624,000	
	2020 ²	\$0	\$256,000	\$512,000	
	2019 ³	\$0	\$373,920	\$747,840	\$411,312
Jana Mosley President, ENMAX Power	2021 ¹	\$0	\$304,000	\$608,000	
	2020 ²	\$0	\$247,500	\$495,000	
	2019 ³	\$0	\$111,250	\$222,500	\$122,375
John Flynn⁷ President, Versant Power	2021 ¹	\$0	\$305,589	\$611,179	
	2020 ²	\$0	\$212,215	\$424,430	
	2019 ³	\$0	\$110,352	\$220,704	\$140,147

¹ Grant for 2021-2023 performance period, payable in 2024.

² Grant for 2020-2022 performance period, payable in 2023.

³ Grant for 2019-2021 performance period, payable in 2022.

⁴ Mr. O'Connor's grants were paid upon departure in accordance with his executive agreement. Mr. O'Connor, upon hire, was provided transition grants plus a \$25,000 add-on to final LTIP amounts payable for 2019-2021 grant to partially replace the value of his unvested long-term incentives from his previous employer. These transition grants are supported by market practice for executive hires.

⁵ Mr. Dhindsa, upon hire, was provided transition grants for his 2019-2021, 2020-2022 and 2021-2023 grants to partially replace the value of his unvested long-term incentives from his previous employer. These transition grants are supported by market practice for executive hires.

⁶ Mr. Kivisto's 2019 LTIP payment reflects the grant he received in his Vice President position.

⁷ Mr. Flynn, upon hire, was provided transition grants for his 2019-2021 and 2020-2022 grants to partially replace the value of his unvested long-term incentives from his previous employer. These transition grants are supported by market practice for executive hires. All compensation is reported in Canadian currency. U.S. currency was converted to Canadian currency using the average Canada / U.S. exchange rate as used in preparing the Corporation's consolidated financial statements for the year ended December 31, 2021. The average exchange rate was USD \$1 to CDN \$1.2537 in 2021.

Pension Plan Tables

ENMAX Pension Plan – Defined Contribution Plan

The table below presents the benefits accumulated under the DC provision for the 2021 year. The actual benefit payable upon retirement or termination will be the value of the employee's DC account at the time of transfer.

NAME / POSITION	ACCUMULATED VALUE AT START OF YEAR	COMPENSATORY CHANGE ¹	ACCUMULATED VALUE AT END OF YEAR ²
Wayne O'Connor Former President & CEO	\$29,203	\$21,806	\$62,625
Preet Dhindsa Executive Vice President, Finance & CFO	\$0	\$19,487	\$30,187
Davin Kivisto Former CFO (Interim)	\$585,291	\$20,902	\$714,140
Lonnie Enns³ Former President, ENMAX Energy	\$493,529	\$18,076	\$561,751
Jana Mosley President, ENMAX Power	\$174,022	\$19,462	\$229,327

¹ Compensatory change includes contributions made by ENMAX on the NEOs' behalf.

² Includes employee and employer contributions with investment earnings accumulated to December 31, 2021.

³ Mr. Enns' pension value was mainly comprised of benefits earned under the DB SRP which includes the cost of accruing an additional year of service under the DB SRP.

Supplemental Retirement Plan – Defined Contribution

The table below presents the benefits accumulated under the DC SRP for the 2021 year. The actual benefit payable upon retirement or termination will be the value within the employee's notional DC SRP account at the time of termination.

NAME / POSITION	ACCUMULATED VALUE AT START OF YEAR	COMPENSATORY CHANGE ¹	ACCUMULATED VALUE AT END OF YEAR ²
Wayne O'Connor Former President & CEO	\$7,985	\$0	\$0 ³
Preet Dhindsa Executive Vice President, Finance & CFO	\$0	\$4,896	\$4,896
Davin Kivisto Former CFO (Interim)	\$133,026	\$21,311	\$171,693
Jana Mosley President, ENMAX Power	\$41,012	\$21,542	\$67,901

¹ Compensatory change includes allocations by ENMAX to the member's DC SRP in early 2022 in respect of 2021.

² Includes notional returns on the beginning of year accumulated value and notional allocations made in early 2022 in respect of 2021. Notional returns in 2021 were positive.

³ Mr. O'Connor was not vested in his DC SRP benefit and therefore was not entitled to the benefit upon his departure.

Versant Power 401k

The table below presents the benefits accumulated under the Versant Power 401k for the 2021 year. The actual benefit payable upon retirement or termination will be the value of the employee's 401k account at the time of transfer.

NAME / POSITION	ACCUMULATED VALUE AT START OF YEAR	COMPENSATORY CHANGE ¹	ACCUMULATED VALUE AT END OF YEAR ²
John Flynn President, Versant Power	\$0	\$1,279	\$1,279

¹ Compensatory change includes contributions made by Versant Power on the NEOs' behalf.

² Includes employee and employer contributions with investment earnings accumulated to December 31, 2021.

Supplemental Retirement Plan – Defined Benefit

The table below presents the projected annual retirement benefits payable from the DB SRP at 2021 year end and upon normal retirement.

NAME	YEARS OF CREDITED SERVICE ¹	ANNUAL BENEFITS PAYABLE		OPENING PRESENT VALUE OF ACCRUED BENEFIT OBLIGATION	COMPENSATORY CHANGE	NON-COMPENSATORY CHANGE	CLOSING PRESENT VALUE OF ACCRUED BENEFIT OBLIGATION
		AT YEAR END ²	AT AGE 65 ³				
Lonnie Enns Former President, ENMAX Energy	16.1863	\$90,000	\$112,000	\$1,346,000	\$45,000	\$8,000	\$1,399,000

¹ Includes continuous service with ENMAX from date of entry into the Supplemental Plan.

² Pension earned to December 31, 2021 payable at normal retirement age (i.e., the later of age 55 and 85 points, but not later than age 65) based on Best Average Pensionable Earnings and DB Supplemental Plan Pensionable Service as at December 31, 2021.

³ Amounts payable on retirement at age 65, assuming service continues to age 65 and that the Best Average Pensionable Earnings remain unchanged from December 31, 2021.

Please see **page 41** for more information on ENMAX’s pension plans.

Employment Agreements & Termination Provisions

All NEO employment agreements meet or exceed the statutory requirements for termination provisions. Amounts to which the NEOs would be entitled upon various termination scenarios are outlined on the following below, as per program documents or other agreements.

	RETIREMENT	RESIGNATION	TERMINATION WITH CAUSE	TERMINATION WITHOUT CAUSE	TERMINATION FOLLOWING A CHANGE OF CONTROL
Severance (per Employment Agreement or Offer Letter)	N/A	N/A	N/A	18 months' severance	18 months' severance
AVPP (per program Terms and Conditions)	Current target award pro-rated based on service in the year of retirement and multiplied by the average prior three-year performance multiplier. Executive must provide 6 months' notice of intent to retire. Executive must be at least 55 at retirement date and have 5 years' service.	Forfeited	Forfeited	Current target award multiplied by average prior three-year performance multiplier, pro-rated based on service in the year of termination. Plus, current target award multiplied by average prior three-year performance multiplier for the severance period.	Current target award multiplied by average prior three-year performance multiplier, pro-rated based on service in the year of termination. Plus, current target award multiplied by average prior three-year performance multiplier for the severance period.
LTIP (per program Terms and Conditions)	Full payment of all outstanding awards to be paid on normal schedule based on actual performance. Executive must provide 6 months' notice of intent to retire. Executive must be at least 55 at retirement date and have 5 years' service.	Forfeited	Forfeited	Immediate pro-rated vesting of LTIP awards to be paid on termination date based on the number of months employed during each of the LTIP performance periods and based on the prior three-year average performance multiplier.	Full immediate vesting of LTIP awards granted, paid out based on the prior three-year average performance multiplier.

IF YOU HAVE ANY QUESTIONS REGARDING OUR ANNUAL REPORT ON GOVERNANCE AND COMPENSATION, PLEASE CONTACT THE CORPORATE SECRETARY AT GOVERNANCE@ENMAX.COM