

# DISCLAIMER

Due to uncertainty surrounding the application of recent amendments to the Competition Act (Canada), these documents are provided for historical information purposes only and do not constitute active or current representations of CU Inc. or any of its related parties. The purpose of these documents is to comply with disclosure requirements that were in effect on the date these documents were filed; CU Inc. undertakes no obligation to update such information except as required by applicable law. CU Inc. remains committed to taking steps to address climate change and continuing to engage in sustainability initiatives.





An **ATCO** Company

# CU INC.

## ANNUAL INFORMATION FORM

FOR THE YEAR ENDED DECEMBER 31, 2021

March 31, 2022

This Annual Information Form (AIF) is meant to help readers understand the business and operations of CU Inc. (our, we, us, or the Company).

Unless otherwise noted, the information contained within this AIF is presented as at December 31, 2021.

The Company is controlled by Canadian Utilities Limited, which in turn is controlled by ATCO Ltd. and its controlling share owners, Sentgraf Enterprises Ltd. and its controlling share owner, the Southern family.

Terms used throughout this AIF are defined in the Glossary at the end of this document.

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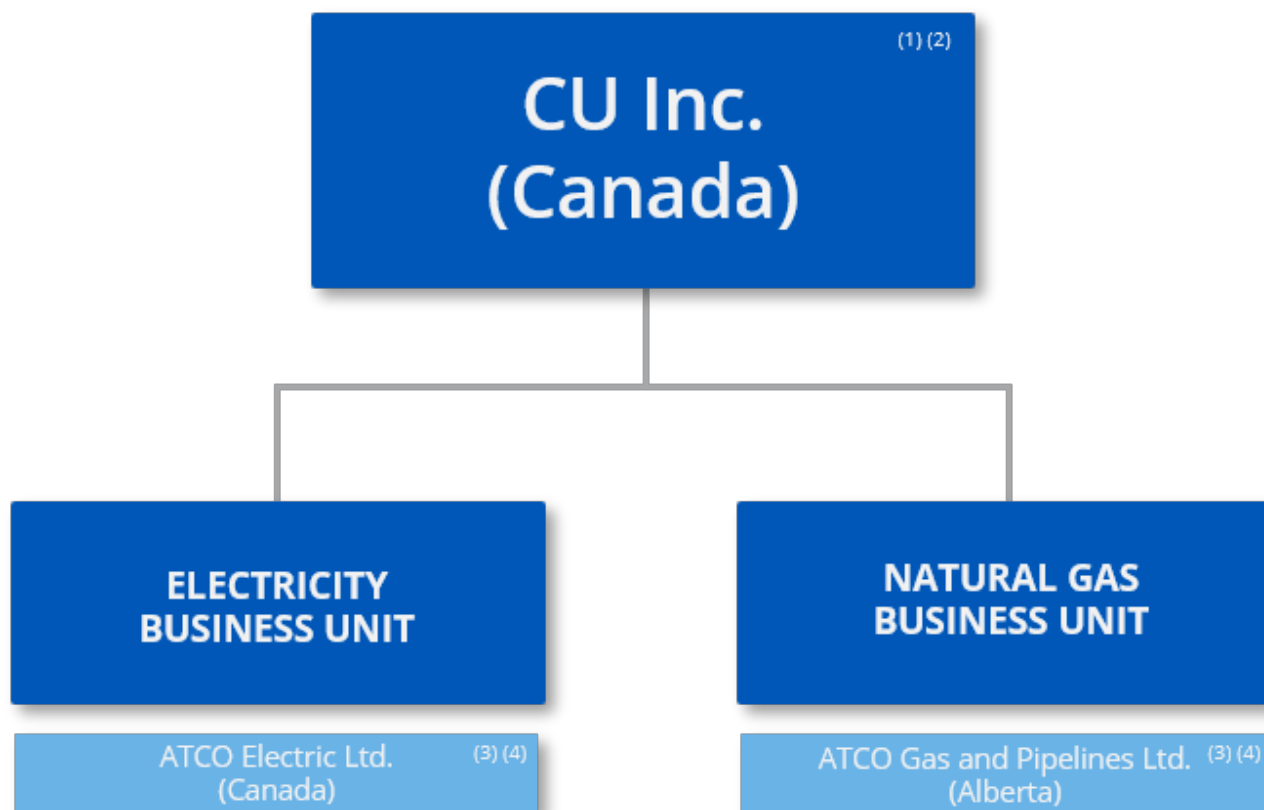
# CORPORATE STRUCTURE

CU Inc. was incorporated under the *Canada Business Corporations Act* on March 12, 1999. The address of the head office and registered office of the Company is 4th Floor, West Building, 5302 Forand Street S.W., Calgary, Alberta, T3E 8B4.

## SIMPLIFIED INTERCORPORATE RELATIONSHIPS

CU Inc. is a wholly-owned subsidiary of Canadian Utilities Limited, an ATCO company. CU Inc. is an Alberta-based corporation with approximately 3,200 employees and assets of \$18 billion comprised of rate regulated utility operations in natural gas transmission and distribution and electricity transmission and distribution. More information about CU Inc. can be found on the Canadian Utilities Limited website at [www.canadianutilities.com](http://www.canadianutilities.com).

The following chart includes the names of the Company's principal business units, as well as the principal subsidiaries comprising the business units, and the jurisdictions in which they are governed. The chart also shows the percentages of such subsidiaries' shares the Company beneficially owns, controls or directs, either directly or indirectly.



(1) The organizational chart does not include all of the subsidiaries of the Company. The assets and revenues of excluded subsidiaries in the aggregate did not exceed 20 per cent of the total consolidated assets or total consolidated revenues of the Company as at December 31, 2021.

(2) The Company owns all of the voting and non-voting shares of the subsidiaries.

(3) ATCO Electric Ltd. includes Electricity Distribution and Electricity Transmission. ATCO Gas and Pipelines Ltd. includes Natural Gas Distribution and Natural Gas Transmission.

(4) ATCO Gas and Pipelines Ltd. and ATCO Electric Ltd. (Alberta Utilities) are wholly owned subsidiaries of CU Inc., which is 100 per cent owned by Canadian Utilities Limited.



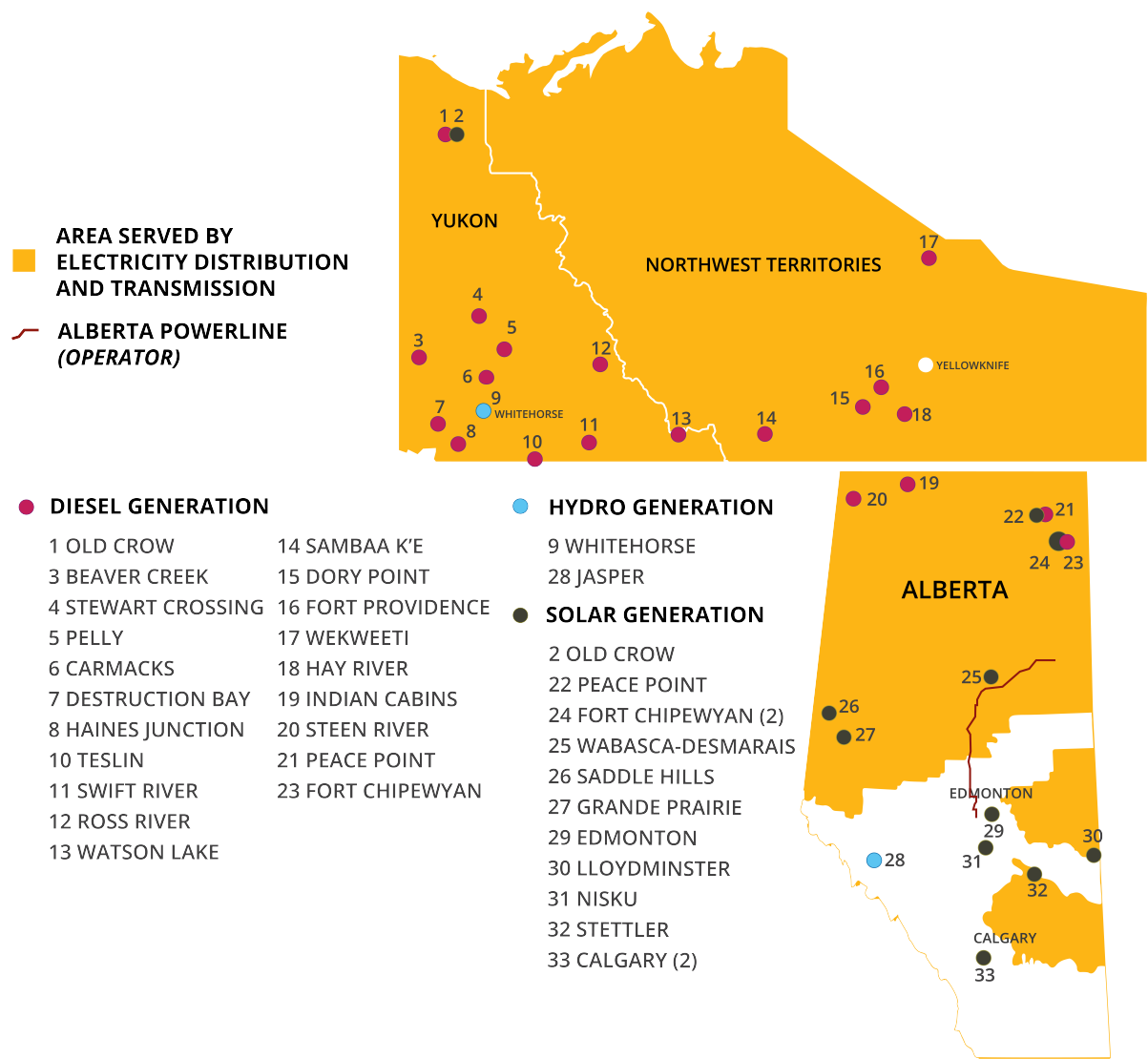
# BUSINESS DESCRIPTION

The activities of the Company are conducted through the Utilities' regulated businesses in two business units within western and northern Canada: Electricity, which includes Electricity Distribution and Transmission and Natural Gas, which includes Natural Gas Distribution and Transmission.

## ELECTRICITY BUSINESS UNIT

### ELECTRICITY DISTRIBUTION AND TRANSMISSION

The following map shows the areas served by Electricity Distribution and Electricity Transmission, as well as the locations of electricity generation owned or operated by Electricity Distribution and Transmission, in western and northern Canada.



Electricity Distribution and Transmission transmit and deliver electricity to approximately 240 communities and rural areas in Northern and Central East Alberta. Among those served are the communities of Drumheller, Lloydminster, Grande Prairie, and Fort McMurray as well as the oil sands areas near Fort McMurray and the heavy oil areas near Cold Lake and Peace River. Electricity utility service is also provided to three communities in Saskatchewan. Electricity Distribution and Transmission is headquartered in Edmonton and has 38 offices throughout its service area.

ATCO Electric Yukon (AEY) serves 19 communities in the Yukon, including the capital city of Whitehorse, and one community in British Columbia. Northland Utilities is a partnership between ATCO Ltd. and Denendeh Investments Incorporated, which represents the 27 Dene First Nations of the Northwest Territories. Northland Utilities has two operating divisions: Northland Utilities (NWT) Limited and Northland Utilities (Yellowknife) Limited (NUY). NUY and NWT serve nine communities in the Northwest Territories, including the capital city of Yellowknife.

Approximately 665,000 people live in the principal markets for electric utility service by Electricity Distribution and Transmission and its subsidiaries NUY, NWT and AEY. Service is provided to approximately 260,000 customers. Electricity Distribution and Transmission has been assigned approximately 65 per cent of the designated service area within Alberta. This service area contains approximately 14 per cent of the provincial electrical load and 13 per cent of the population.

The average monthly number of customers served by Electricity Distribution and Transmission, NUY, NWT and AEY in 2021 and 2020 are shown below.

	2021		2020	
	Number	%	Number	%
Industrial	9,439	4	9,903	4
Commercial	34,771	13	34,652	13
Residential	184,869	71	183,858	71
Rural, REA and other	32,291	12	32,139	14
Total	261,370	100	260,552	100

Electricity distributed to the various classes of customers in 2021 and 2020 is shown below.

	2021		2020	
	GWh	%	GWh	%
Industrial	8,291	67	7,820	65
Commercial	2,264	18	2,254	19
Residential	1,393	11	1,384	11
Rural, REA and other	543	4	554	5
Total	12,491	100	12,012	100

Electricity Distribution and Transmission, NUY, NWT and AEY own and operate extensive electricity transmission and distribution systems. The systems consist of approximately 11,000-km of transmission lines and approximately 60,000-km of distribution lines. In addition, Electricity Distribution and Transmission deliver power to, and operate approximately 3,500-km of distribution lines owned by Rural Electrification Associations (REA).

Electricity Distribution and Transmission, AEY, NUY and NWT distribute electricity to incorporated communities under the authority of franchises or by-laws. In rural areas, electricity is distributed by approvals, permits or orders under applicable statutes.

The franchises under which service is provided in incorporated communities in Alberta and the Northwest Territories have been granted for up to 20 years. These franchises are exclusive to Electricity Distribution and Transmission, NUY or NWT, and are renewable by agreement. If any franchise is not renewed, it remains in effect until either party, with the approval of the regulatory authority, terminates it on six months written notice.

On termination of a franchise, the municipality may purchase the facilities used under that franchise at a price to be agreed on or, failing agreement, to be determined by the regulatory authority. The franchise under which service is provided in the Yukon was granted under the *Public Utilities Act* (Yukon) and has no set expiry date.

Under the *Electric Utilities Act* (Alberta) (EUA), wholesale tariffs for electricity transmission must be approved by the Alberta Utilities Commission (AUC). Transmission tariffs allow any owner of a generating unit to access the Alberta

transmission system and thus facilitate the sale of its power. The same transmission tariff is charged to each distribution utility or customer directly connected to the transmission system, regardless of location.

Transmission costs are equalized by having each owner of transmission facilities charge its costs to the Alberta Electric System Operator (AESO). The AESO then aggregates these costs and charges a common transmission rate to all transmission system users.

The Transmission Regulation under the EUA stipulates that new transmission projects will be assigned to transmission facility owners based on the service areas of the distribution companies they have been historically affiliated with. Facilities ownership will change at service area boundaries, except where, in the AESO's opinion, only a small portion of the project is in another service area. This rule applies to all transmission projects except inter-provincial inter-tie projects and those deemed "critical" by the Government of Alberta.

## **Alberta PowerLine**

CU Inc. is the operator of Alberta PowerLine (APL) under a 35-year contract. APL owns a 500-km, 500-kV electricity transmission line running from Wabamun to Fort McMurray Alberta. APL is 60 per cent owned by TD Asset Management Inc. for and on behalf of TD Greystone Infrastructure Fund (Global Master) L.P., and IST3 Investment Foundation acting on behalf of its investment group IST3 Infrastruktur Global. The other 40 per cent is owned by seven Indigenous communities in Alberta: Athabasca Chipewyan First Nation, Bigstone Cree Nation, Gunn Metis Local 55, Mikisew Cree First Nation, by way of its business arm, the Mikisew Group of Companies, Paul First Nation, Sawridge First Nation and Sucker Creek First Nation.

## **Electricity Generation**

### ***Hydroelectric, Diesel and Solar Generation***

Electricity Distribution and Transmission owns or operates 2 hydroelectric plants, 20 diesel-generating plants, and 11 solar sites with an aggregate nameplate capacity of 47-MW in Alberta, the Yukon and Northwest Territories.

The hydroelectric assets include one facility in Whitehorse and one in Jasper that each generate 1.4-MW of hydroelectric power. The diesel sites are spread throughout the Yukon, Northwest Territories and Alberta and serve remote communities that are not connected to the grid. The solar sites in Alberta include rooftop and ground mounted solar sites including the Fort Chipewyan Solar Project, the largest off-grid solar project in Canada.

### ***Old Crow Solar Development Project***

In August 2021, the Vuntut Gwitchin First Nation and CU Inc.'s parent company, Canadian Utilities announced the completion of Canada's most northerly off-grid solar project, reducing diesel use by 189,000 litres annually in Old Crow, Yukon and providing a clean energy source for decades to come.

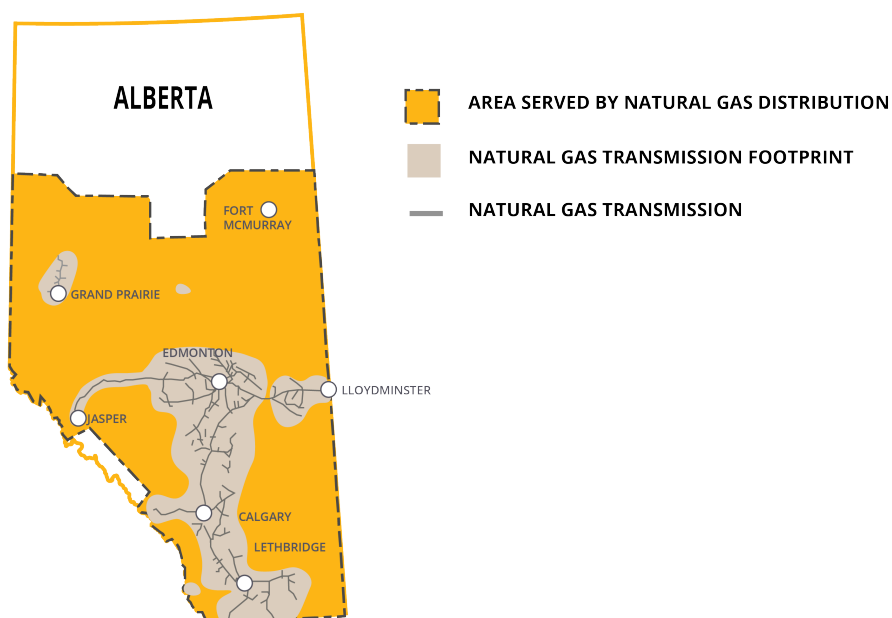
This project showcases a first-of-its-kind Electricity Purchase Agreement. Vuntut Gwitchin will serve as the Independent Power Producer, owner and operator of the solar facility and ATCO Electric Yukon will purchase the solar electricity generated for the next 25 years and feed it into the grid for redistribution to the community.

This facility, similar to the Fort Chipewyan Solar Farm in Northern Alberta, fosters community ownership and self-sustaining economic development through job creation, investment in infrastructure, and revenue from the sale of renewable energy.

Energy projects like this are models of effective collaboration to enable and accelerate the clean energy transition. The Company intends to replicate its success with many of the other Northern Communities reliant on diesel power.

## NATURAL GAS BUSINESS UNIT

The following map shows the areas served by Natural Gas Distribution and Natural Gas Transmission in Alberta.



### NATURAL GAS DISTRIBUTION

Natural Gas Distribution delivers natural gas throughout Alberta and in the Lloydminster area of Saskatchewan and serves approximately 1.3 million customers in nearly 300 Alberta communities.

Natural Gas Distribution's principal markets for distributing natural gas are in Edmonton, Calgary, Airdrie, Fort McMurray, Grande Prairie, Lethbridge, Lloydminster, Red Deer, Spruce Grove, St. Albert and Sherwood Park. These communities have a combined population of approximately 3.1 million people. Approximately 76 per cent of Natural Gas Distribution's customers were located in these 11 communities in 2021. Also served are 279 smaller communities as well as rural areas with a combined population of approximately 770,000.

The average monthly number of customers served by Natural Gas Distribution in 2021 and 2020 is shown below.

	2021		2020	
	Number	%	Number	%
Residential	1,151,862	92	1,138,609	92
Commercial	102,021	8	101,210	8
Industrial	343	—	346	—
Other <sup>(1)</sup>	505	—	384	—
<b>Total</b>	<b>1,254,731</b>	<b>100</b>	<b>1,240,549</b>	<b>100</b>

*(1) This category has increased to 505 due to seasonal irrigation customers being kept active year-round as per AUC Decision which became effective in 2021. Previously, irrigation customers were physically turned off after the Irrigation season ended in September.*

The quantity of natural gas distributed by Natural Gas Distribution in 2021 and 2020 is shown below.

	2021		2020	
	PJ	%	PJ	%
Residential	127.6	47	129.5	47
Commercial	129.6	48	130.7	48
Industrial	12.9	5	12.7	5
Other	0.3	—	0.2	—
<b>Total</b>	<b>270.4</b>	<b>100</b>	<b>273.1</b>	<b>100</b>

Natural Gas Distribution owns and operates approximately 41,000-km of distribution mains. It also owns service and maintenance facilities in major centres in Alberta.

Natural Gas Distribution delivers natural gas in incorporated communities under the authority of franchises or by-laws and in rural areas under approvals, permits or orders issued through applicable statutes. It currently has 169 franchise agreements with communities throughout Alberta. These franchise agreements detail the rights granted to natural gas distribution and its obligations to deliver natural gas services to consumers in the municipality.

All franchises are exclusive to Natural Gas Distribution and are renewable by agreement for additional periods of up to 20 years. If any franchise is not renewed, it remains in effect until either party, with the approval of the prevailing regulatory authority, terminates it on six months written notice. On termination, the municipality may purchase the facilities used in connection with that franchise at a price to be agreed on or, failing agreement, to be determined by the prevailing regulatory authority.

In Edmonton, distribution of natural gas is carried on under the authority of an exclusive franchise. Natural Gas Distribution has a 20-year franchise agreement with Edmonton that will expire on July 21, 2030. The franchises under which service is provided in other incorporated communities in Alberta have been granted for up to 20 years.

In Calgary, the distribution of natural gas operates under a municipal by-law. The rights of natural gas distribution under this by-law, while not exclusive, are unrestricted as to term. The by-law does not confer any right for Calgary to acquire the facilities used in providing the service.

### ***Hydrogen Blending Project***

CU Inc.'s blending project will use hydrogen derived from domestically-produced natural gas, with the intent to eventually leverage Alberta's existing carbon capture and sequestration infrastructure to store emissions associated with the production process. The advancement of hydrogen production in the province creates additional opportunities related to blending within existing natural gas infrastructure. These opportunities will contribute to system decarbonization and help support provincial and federal emissions targets and CU Inc. is currently pursuing pilot projects in support of these objectives. In 2020, CU Inc. advanced a hydrogen blending project in Fort Saskatchewan, Alberta, and has continued execution throughout 2021. Once complete, the project will be Canada's largest hydrogen blending project.

## **NATURAL GAS TRANSMISSION**

Natural Gas Transmission owns and operates natural gas transmission pipelines and facilities in Alberta. The business receives natural gas on its pipeline system from various gas processing plants as well as from connections with other natural gas transmission systems. The business transports the gas to end users within the province such as local distribution utilities and industrial customers, or to other transmission pipeline systems, primarily for export out of the province.

Natural Gas Transmission owns and operates an extensive natural gas transmission system. The system currently consists of approximately 9,200-km of pipelines, 16 compressor sites, approximately 3,700 receipt and delivery points, and a salt cavern natural gas storage peaking facility near Fort Saskatchewan, Alberta. The system has 183 producer receipt points, one interconnection with Alliance Pipeline, and one interconnection with Many Islands Pipelines. Peak delivery capability of the natural gas transmission system is 4 billion cubic feet per day.

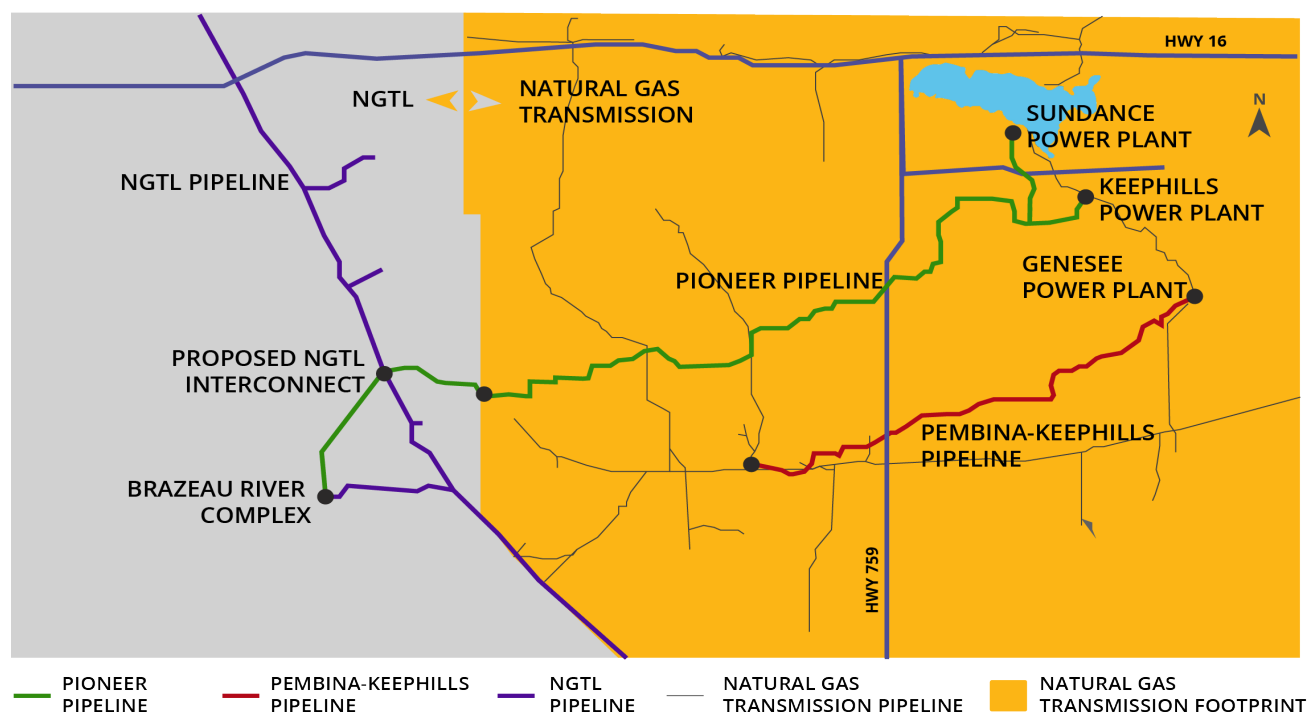
### ***Pioneer Pipeline Acquisition***

In the third quarter of 2020, Natural Gas Transmission entered into an agreement to acquire the Pioneer Pipeline from Tidewater Midstream & Infrastructure Ltd. and its partner TransAlta Corporation, subject to customary conditions including regulatory approvals by the AUC and Alberta Energy Regulator.

The 131-km natural gas pipeline runs from the Drayton Valley area to the Wabamun area west of Edmonton. On June 15, 2021, the AUC issued a decision approving the acquisition of the pipeline and associated integration costs, totaling \$265 million, and the corresponding revenue requirement for 2021 to be included in Natural Gas Transmission's rates.

Consistent with the geographic areas defined in the Integration Agreement, Natural Gas Transmission will transfer to Nova Gas Transmission Ltd. (NGTL) the 30-km segment of pipeline that is located in the NGTL footprint for approximately \$65 million.

The transaction to acquire the Pioneer Pipeline closed in 2021. The transfer to NGTL received approval from the Canada Energy Regulator on December 22, 2021, and is expected to close in the first quarter of 2022. The Pioneer Pipeline has been incorporated into NGTL's and CU Inc.'s Alberta regulated natural gas transmission systems to provide reliable natural gas supply to TransAlta's power generating units at Sundance and Keephills, facilitating the conversion of these coal plants to cleaner-burning natural gas.



## REGULATORY INFORMATION

The regulatory framework and recent developments are described in the "Utilities Regulatory Information" section in CU Inc.'s MD&A and is incorporated herein by reference. The MD&A may be found on SEDAR at [www.sedar.com](http://www.sedar.com).

# THREE YEAR HISTORY

Summarized below are the major events, acquisitions, dispositions, and conditions that have influenced the Company's development during the past three years.

## REVENUE SUMMARY

Revenues and earnings in the Utilities business are driven by capital expenditures. Capital spending is the main contributor to rate base growth. Rate base growth is a primary driver of revenue and earnings growth. Utilities has invested \$2.8 billion in capital over the last three years.

Each business unit's contribution to the Company's consolidated revenues is shown in the chart below.

Revenues <sup>(1)</sup>	2021		2020		2019	
	(\$ millions)	%	(\$ millions)	%	(\$ millions)	%
Electricity	1,376	49	1,356	50	1,418	51
Natural Gas	1,452	51	1,377	50	1,371	49
Corporate & Other and Intersegment Eliminations	(5)	—	(3)	—	(2)	—
Total	2,823	100	2,730	100	2,787	100

(1) Data has been extracted from Note 3 ("Segmented Information") of the 2021 Consolidated Financial Statements which are prepared in accordance with International Financial Reporting Standards (IFRS). The reporting currency is the Canadian dollar.

At the end of 2019, a novel strain of coronavirus (COVID-19) emerged and spread globally. The COVID-19 pandemic and related measures taken by the authorities in the jurisdictions of the Company's operations are disrupting financial and commodity markets, supply chains, and affecting production and sales across different industries in private and public sectors.

The Company's operations, financial position and performance have not been significantly impacted in 2020 and 2021. This is primarily due to the nature of the Company's operations which are considered to be essential services. However, the extent to which COVID-19 may further impact the Company's operations, its consolidated financial position and performance remains uncertain, and will depend on further developments, including the duration and spread of the outbreak, its impact on the Company's customers, suppliers and employees and actions taken by governments.

## ELECTRICITY BUSINESS UNIT

### CAPITAL EXPENDITURES

Total capital expenditures for Electricity in the last three years is provided in the table below.

		Year Ended December 31		
(\$ millions)	Total	2021	2020	2019
Electricity Distribution	675	230	221	224
Electricity Transmission	430	120	145	165
Total	1,105	350	366	389

### Electricity Distribution and Transmission

Capital expenditures in utility infrastructure in Alberta over the past three years has included the replacement of aging infrastructure, grid modernization, new customer connections and off-diesel initiatives.

#### *Jasper Interconnection Project*

The Jasper Interconnection Project is a transmission line which connects Jasper National Park to Alberta's grid, allowing for safe and reliable electricity for the 5,000 permanent residents and 20,000 daily summer visitors. This transmission line was energized in the spring of 2019.

## NATURAL GAS BUSINESS UNIT

### CAPITAL EXPENDITURES

Total capital expenditures for Natural Gas in the last three years is provided in the table below.

		Year Ended December 31		
(\$ millions)	Total	2021	2020	2019
Natural Gas Distribution	815	294	237	284
Natural Gas Transmission	858	362	203	293
Total	1,673	656	440	577

### Natural Gas Distribution and Transmission

Capital expenditures in Natural Gas Distribution and Transmission over the past three years has been focused on the replacement of aging infrastructure, installation of new customer connections as well as the Urban Pipelines Replacement Program and the Mains Replacement Program.

#### *Urban Pipelines Replacement Program*

The Urban Pipelines Replacement (UPR) program is replacing and relocating aging, high-pressure natural gas pipelines in the densely populated areas of Calgary and Edmonton to address safety, reliability and future growth. Construction is substantially complete and the total cost of the UPR program is estimated to be approximately \$910



million. Natural Gas Distribution and Natural Gas Transmission have invested approximately \$900 million in the UPR program since its inception.

### ***Mains Replacement Program***

Natural Gas Distribution has two mains replacement programs which were approved in 2011, the plastic mains replacement and the steel mains program. The plastic mains replacement includes 8,000-km of polyvinyl chloride (PVC) and early generation polyethylene (PE) pipe that are planned for replacement by 2031. Natural Gas Distribution has replaced 2,240-km of PVC and PE pipe since the approval of this program. The steel mains program includes 9,000-km of steel pipe that is monitored and continually evaluated for replacement based on the performance history. Natural Gas Distribution has replaced 348-km of steel pipe since the approval of this program.

### ***Pembina-Keephills***

In the second quarter of 2020, Natural Gas Transmission completed and placed in-service the \$230 million Pembina-Keephills transmission pipeline. The 59-km high-pressure natural gas pipeline supports coal-to-gas conversion of power producers in the Genesee and surrounding areas of Alberta with the capacity to deliver up to 550-TJ per day.



*Pembina-Keephills transmission pipeline construction, near Wabamun Lake, Alberta*

## **Major Utility Transactions**

### ***Pioneer Pipeline***

On September 30, 2020, Natural Gas Transmission entered into an agreement to acquire the Pioneer Pipeline from Tidewater Midstream & Infrastructure Ltd. (Tidewater) and its partner TransAlta Corporation (TransAlta) for a purchase price of \$265 million. The 131-km natural gas pipeline runs from the Drayton Valley area to the Wabamun area west of Edmonton, Alberta. The transaction to acquire the Pioneer Pipeline closed in 2021.

NGTL and Natural Gas Transmission agreed that, consistent with the geographic areas defined in their Integration Agreement, Natural Gas Transmission would transfer to NGTL the 30-km segment of the Pioneer Pipeline located in the NGTL footprint for approximately \$65 million. Natural Gas Transmission will retain ownership and continue to operate the portion of the Pioneer Pipeline located in the Natural Gas Transmission footprint. The pipeline transfer was approved by the Canada Energy Regulator on December 22, 2021.



## CORPORATE & OTHER

### Executive Appointment

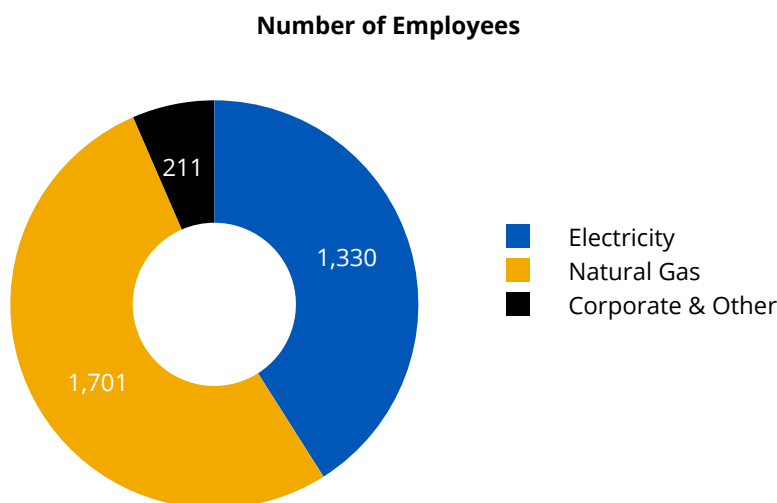
On October 1, 2021, the Board of Directors of CU Inc. appointed Brian Shkrobot to the position of Executive Vice President & Chief Financial Officer.

### Wipro Master Service Agreement

In the fourth quarter of 2020 and first quarter of 2021, Canadian Utilities signed a Master Services Agreement (MSA) with IBM Canada Ltd. (subsequently novated to Kyndryl Canada Ltd.) and IBM Australia Limited, respectively, to provide managed information technology services. These services were previously provided by Wipro Ltd. (Wipro) under a ten-year MSA expiring in December 2024. The transition of the managed IT services from Wipro to IBM commenced on February 1, 2021 and was complete by year end.

## EMPLOYEE INFORMATION

At December 31, 2021, the Company had 3,242 employees. The accompanying chart represents the employee numbers in each segment.



## SUSTAINABILITY, CLIMATE CHANGE AND ENERGY TRANSITION

Sustainability, Climate Change and Energy Transition is described in the "Sustainability, Climate Change and Energy Transition" section in CU Inc.'s MD&A and is incorporated herein by reference. The MD&A may be found on SEDAR at [www.sedar.com](http://www.sedar.com). ATCO's 2021 Sustainability Report will be published in May 2022.

# BUSINESS RISKS

Business risks are described in the "Utilities Performance" and "Business Risks and Risk Management" sections in CU Inc.'s MD&A and are incorporated herein by reference. The MD&A may be found on SEDAR at [www.sedar.com](http://www.sedar.com).

# DIVIDENDS

Cash dividends declared during the past three years for all series and classes of shares were as follows.

<i>(Canadian dollars per share)</i>	<b>Date of Issue</b>	<b>2021</b>	<b>2020</b>	<b>2019</b>
Series Preferred Shares				
Series 1	Apr 18, 2007	<b>1.15</b>	1.15	1.15
Series 4 <sup>(1)</sup>	Dec 2, 2010	<b>0.57</b>	0.56	0.56
Class A and Class B Shares		<b>64.32</b>	72.93	66.86

(1) Effective June 1, 2021, the annual dividend rate for the Series 4 Preferred Shares was reset at 2.29 per cent for the five-year period from June 1, 2021 to May 31, 2026. Prior to the reset on June 1, 2021, the annual dividend rate was 2.24 per cent.

# CAPITAL STRUCTURE

## SHARE CAPITAL

The share capital of the Company at March 30, 2022 is as shown below.

<b>Share Description</b>	<b>Authorized</b>	<b>Outstanding</b>
Series Preferred Shares	Unlimited	7,600,000
Class A shares	Unlimited	3,570,322
Class B shares	Unlimited	2,188,262

All of the Class A and Class B shares are owned by Canadian Utilities Limited.

## SERIES PREFERRED SHARES

An unlimited number of Series Preferred Shares are issuable in series, each series consisting of such number of shares and having such provisions attaching thereto as may be determined by the directors. The Series Preferred Shares as a class have, among others, provisions to the following effect:

- The Series Preferred Shares are, with respect to priority in payment of dividends and in the distribution of assets in the event of liquidation, dissolution or winding up of the Company, entitled to preference over the Class A shares and the Class B shares and any other shares of the Company ranking junior to the Series Preferred Shares. The Series Preferred Shares may also be given such other preference over the Class A shares and the Class B shares and any other junior shares as may be determined for any series authorized to be issued.
- The owners of the Series Preferred Shares are not entitled as such (except as provided in any series) to any voting rights nor to receive notice of or to attend share owners' meetings unless dividends on the Series Preferred Shares of any series are in arrears to the extent of eight quarterly dividends or four half-yearly dividends, as the case may be, whether or not consecutive. Until all arrears of dividends have been paid, such owners will be entitled to receive notice of and to attend all share owners' meetings at which directors are to be elected (other than separate meetings of owners of another class of shares) and to one vote in respect of each Series Preferred Share held.

- iii. The class provisions attaching to the Series Preferred Shares may be amended with the written approval of all the owners of the Series Preferred Shares outstanding or by at least two-thirds of the votes cast at a meeting of the owners of such shares duly called for the purpose and at which a quorum is present.

The following Series Preferred Shares are currently outstanding:

	Stated Value	Shares	Amount (\$ millions)
Series Preferred Shares:			
4.60% Series 1	\$25.00	4,600,000	115
2.24% Series 4	\$25.00	3,000,000	75
		7,600,000	190

## **SERIES PREFERRED SHARE REDEMPTION**

### ***Series 1 Preferred Shares***

The Series 1 Preferred Shares became redeemable at the option of the Company beginning on June 1, 2012 at the stated value plus a 4 per cent premium per share for the following 12 months plus accrued and unpaid dividends. The redemption premium declined by 1 per cent in each succeeding 12-month period until June 1, 2016.

### ***Series 4 Preferred Shares***

The Series 4 Preferred Shares became redeemable at the option of the Company on June 1, 2016, and are redeemable on June 1 of every fifth year thereafter at the stated value per share plus accrued and unpaid dividends. If not redeemed, owners may elect to convert any or all of their Series 4 Preferred Shares into an equal number of Cumulative Redeemable Preferred Shares Series 5 on June 1, 2026, and on June 1 of every fifth year thereafter. Owners of the Series 5 Preferred Shares will be entitled to receive floating rate cumulative preferential cash dividends, as and when declared by the Board, payable quarterly at a rate equal to the then current 3-month Government of Canada Treasury Bill yield plus 1.36 per cent. On June 1, 2026 and on June 1 of every fifth year thereafter (Series 5 Conversion Date), holders of the Series 5 Preferred Shares may elect to convert any or all of their Series 5 Preferred Shares back into an equal number of Series 4 Preferred Shares. The Company may redeem the Series 5 Preferred Shares in whole or in part at \$25.00 on a Series 5 Conversion Date or at \$25.50 on any other date.

## **CLASS A SHARES AND CLASS B SHARES**

The owners of the Class A shares and the Class B shares are entitled to share equally, on a share for share basis, in all dividends declared by the Company on either of such classes of shares as well as the remaining property of the Company upon dissolution. The owners of the Class B shares are entitled to vote and to exchange at any time each share held for one Class A share.

If a qualifying offer to purchase Class B shares is made to all, or substantially all owners of Class B shares, and such offer is not made concurrently to owners of Class A shares, then owners of Class A shares have the ability to convert their Class A shares into Class B shares on a one-for-one basis which Class B shares will, as a result of such conversion, be automatically tendered to the offer. Any converted for Class B shares shall be automatically converted back into Class A shares on a one-for-one basis if the owner withdraws the conversion during the term of the offer or pursuant to the terms of the offer such converted for Class B shares are not taken up.

# CREDIT RATINGS

Credit ratings are intended to provide investors with an independent measure of the credit quality of an issue of securities. The ratings indicate the likelihood of payment and an issuer's capacity and willingness to meet its financial commitment on an obligation. A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the credit rating organization.

As is customary, the Company makes payments to the credit ratings organizations for the assignment of ratings as well as other services. The Company expects to make similar payments in the future.

Credit ratings are important to the Company's financing costs and ability to raise funds. The Company intends to maintain strong investment grade credit ratings in order to provide efficient and cost-effective access to funds required for operations and growth.

The following table shows the current credit ratings assigned to CU Inc.

	DBRS	S&P
<b>CU Inc.</b>		
Issuer and senior unsecured debt	A (high)	A-
Commercial paper	R-1 (low)	A-1 (low)
Preferred shares	PFD-2 (high)	P-2

On July 30, 2021, S&P Global Ratings affirmed CU Inc.'s 'A-' long-term issuer credit rating and stable outlook.

On July 22, 2021, DBRS Limited affirmed its 'A (high)' long-term corporate credit rating and stable outlook on CU Inc.

## ISSUER CREDIT RATINGS AND LONG-TERM DEBT

An "A" issuer rating by DBRS is the third highest of ten categories. An issuer rated "A" is of good credit quality. The capacity for the payment of financial obligations is substantial, but of lesser credit quality than "AA". A-rated issuers may be vulnerable to future events, but qualifying negative factors are considered manageable. Each rating category other than "AAA" and "D" contains the subcategories "high" and "low". The absence of either a "high" or "low" designation indicates the rating is in the "middle" of the category.

An "A" issuer rating by S&P is the third highest of ten categories. An entity rated "A" by S&P has a strong capacity to meet its financial commitments but is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than an entity in higher-rated categories. Ratings from "AA" to "CCC" may be modified by the addition of a plus or minus sign to show relative standing within the major rating categories.

## COMMERCIAL PAPER AND SHORT-TERM DEBT CREDIT RATINGS

An "R-1 (low)" rating by DBRS is the lowest subcategory in the highest of six categories and is granted to short-term debt of good credit quality. The capacity for the payment of short-term financial obligations as they fall due is substantial. Overall strength is not as favourable as higher rating subcategories and may be vulnerable to future events, but qualifying negative factors are considered manageable. Rating categories "R-1" and "R-2" are denoted by the subcategories "high", "middle", and "low".

An "A-1 (Low)" rating by S&P is the third highest of eight categories in its Canadian commercial paper ratings scale. A short-term obligation rated "A-1 (Low)" is slightly more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher rating categories. However, the obligor's capacity to meet its financial commitments on the obligation is satisfactory.

## PREFERRED SHARE CREDIT RATINGS

A "PFD-2" rating by DBRS is the second highest of six categories granted by DBRS. Preferred shares rated in this category are generally of good credit quality. Protection of dividends and principal is still substantial, but earnings, the balance sheet, and coverage ratios are not as strong as "PFD-1" rated companies. Each rating category is denoted by the subcategories "high" and "low". The absence of either a "high" or "low" designation indicates the rating is in the "middle" of the category.

A "P-2" rating by S&P is the second highest of eight categories S&P uses in its Canadian preferred share rating scale. An obligation rated "P-2" exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation. A "high" or "low" designation shows relative standing within a rating category. The absence of either a "high" or "low" designation indicates the rating is in the "middle" of the category.

# MARKET FOR SECURITIES OF THE COMPANY

The Company's Cumulative Redeemable Preferred Shares Series 1 and Series 4 are listed on the Toronto Stock Exchange (TSX).

The following table sets forth the high and low prices and volume of the Company's shares traded on the TSX under the symbols CIU.PR.A for Series 1 shares and CIU.PR.C for Series 4 shares, during 2021.

2021	Series 1			Series 4		
	High (\$)	Low (\$)	Volume	High (\$)	Low (\$)	Volume
January	24.23	23.34	38,806	13.30	10.75	21,670
February	24.42	23.60	262,874	14.50	12.11	29,800
March	24.25	23.24	107,195	16.00	14.50	53,233
April	25.00	24.24	181,621	15.15	14.17	125,852
May	25.00	24.35	49,809	16.38	14.50	206,580
June	25.04	24.60	69,458	17.48	15.00	67,087
July	25.02	24.40	114,926	15.96	15.00	29,750
August	25.25	24.68	149,185	15.96	15.00	239,735
September	25.58	25.06	599,228	16.59	15.29	106,006
October	25.69	24.71	50,751	17.97	15.55	16,950
November	25.15	23.41	32,337	18.95	16.85	137,587
December	24.88	23.70	45,435	18.95	16.90	44,000

## DIRECTORS AND OFFICERS

### DIRECTORS <sup>(1)</sup>

Name, Province or State and Country of Residence	Position	Position Held and Principal Occupation	Director Since
R.T. Booth <sup>(2)</sup> Alberta, Canada	Director	Partner, Bennett Jones LLP	2014
L.M. Charlton <sup>(2)</sup> Alberta, Canada	Director	Vice President & Chief Financial Officer, Lintus Resources Limited	2008
R.J. Normand <sup>(2)</sup> Alberta, Canada	Director	Corporate Director, Canadian Utilities Limited	2020
N.C. Southern Alberta, Canada	Chair & Chief Executive Officer Director	Chair & Chief Executive Officer, ATCO Ltd. and Canadian Utilities Limited	1999
L.A. Southern-Heathcott Alberta, Canada	Vice Chair & Director	President & Chief Executive Officer of Spruce Meadows Ltd.	2017

(1) All directors hold office until their successors are elected on an annual basis

(2) Member of the Audit Committee

## EXECUTIVE OFFICERS (IN ALPHABETICAL ORDER)

Name, Province or State and Country of Residence	Position	Principal Occupation
M.L. Bayley Alberta, Canada	President, ATCO Electric	President, ATCO Electric Ltd.
K.M. Brunner Alberta, Canada	Vice President, Corporate Secretary	Vice President, Corporate Secretary, ATCO Ltd. and Canadian Utilities Limited
C.R. Jackson Alberta, Canada	Senior Vice President, Finance, Treasury, Risk & Sustainability	Senior Vice President, Finance, Treasury, Risk & Sustainability, ATCO Ltd. and Canadian Utilities Limited
R.A. Penrice Ontario, Canada	Executive Vice President, Corporate Services	Executive Vice President, Corporate Services, ATCO Ltd. and Canadian Utilities Limited
D.J. Sharpe Alberta, Canada	President, ATCO Gas and Pipelines	President, ATCO Gas and Pipelines Ltd.
B.P. Shkrobot Alberta, Canada	Executive Vice President & Chief Financial Officer	Executive Vice President & Chief Financial Officer, Canadian Utilities Limited
N.C. Southern Alberta, Canada	Chair & Chief Executive Officer	Chair & Chief Executive Officer, ATCO Ltd. and Canadian Utilities Limited

### POSITIONS HELD BY EXECUTIVE OFFICERS WITHIN THE PRECEDING FIVE YEARS

All of the executive officers have been engaged for the last five years in the indicated principal occupations, or in other capacities with the companies or firms referred to, or with their affiliates or predecessors, except for Mr. Brunner and Ms. Penrice:

- Mr. Brunner was appointed Vice President, Corporate Secretary in September 2021. Prior to joining the Company, he was Vice President, General Counsel & Corporate Secretary at Seven Generations Energy Ltd. Mr. Brunner was at Seven Generations from February 2015 through April 2021.
- Ms. Penrice was appointed Executive Vice President, Corporate Services in January 2020. Prior to joining the Company, Ms. Penrice was Interim Chief Executive Officer for Sears Canada Inc. from August 2017 until September 2018, and Executive Vice President & Chief Operations Officer from February 2016 until August 2017.

### DIRECTORS' AND OFFICERS' INTEREST IN THE COMPANY

Except as otherwise stated under the heading "Voting Securities and Principal Holder Thereof", at December 31, 2021, none of the Company's directors and officers, as a group, beneficially owned, or controlled or directed, directly or indirectly, by corporate holdings or otherwise, any of the outstanding Class B shares of the Company.

### EXECUTIVE COMPENSATION

Refer to Appendix 1 for the Compensation Discussion and Analysis.

### DIRECTORS' COMPENSATION

In 2021, non-employee directors of the Company were paid annual retainers for acting as directors as shown in the table below.

Directors	Annual Retainer	Audit Member	Director Totals
R.T. Booth	\$6,500	\$6,000	\$12,500
L.M. Charlton	\$6,500	\$4,000	\$10,500
R.J. Normand	\$6,500	\$4,000	\$10,500
L.A. Southern-Heathcott	\$6,500	—	\$6,500
<b>Total Remuneration</b>	<b>\$26,000</b>	<b>\$14,000</b>	<b>\$40,000</b>

## **INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS**

Since January 1, 2021, there has been no indebtedness outstanding to the Company from any of its directors, executive officers, senior officers or associates of any such directors, nominees or senior officers.

## **INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

No director or executive officer of the Company, person or company that beneficially owns, or controls or directs, directly or indirectly, greater than 10 per cent of the Company's Class B shares, nor any associate or affiliate of the foregoing, has, or has had, any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect the Company.

## **CORPORATE CEASE TRADE ORDERS, BANKRUPTCIES OR SANCTIONS**

### ***Corporate Cease Trade Orders***

Except as otherwise disclosed below, no director, executive officer or controlling security holder of the Company is, as at the date of this AIF, or has been, within the past 10 years before the date hereof, a director or executive officer of any other issuer that, while that person was acting in that capacity:

- i. was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- ii. was subject to an event that resulted, after the person ceased to be a director or executive officer, in the Company being the subject of a cease trade or similar order or an order that denied the relevant company access to an exemption under securities legislation for a period of more than 30 consecutive days; or
- iii. within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Nancy C. Southern was, until her resignation on August 24, 2020, a director and President of Swizzlesticks Enterprises Ltd., a private Alberta corporation operating a salon and spa in Calgary, Alberta, which on August 24, 2020, commenced proposal proceedings pursuant to the *Bankruptcy and Insolvency Act* (Canada) by filing a notice of intention to make a proposal. The corporation was declared bankrupt and a trustee was appointed on August 25, 2020. An application for the discharge of the trustee was approved on December 14, 2021.

Ms. Penrice served as Executive Vice President & Chief Operating Officer of Sears Canada Inc. (Sears) when, on June 22, 2017, Sears announced that it and certain of its subsidiaries (Sears Group) had been granted an order from the Ontario Superior Court of Justice (Commercial List) (the Court) that, among other things, granted the Sears Group protection from their creditors under the *Companies' Creditors Arrangement Act* (Canada). On June 29, 2017, Sears received notice that the Continued Listings Committee of the TSX had determined to delist Sears' common shares effective at the close of market on July 28, 2017. Sears did not appeal the decision. On October 16, 2017, Sears announced that it had received approval from the Court to proceed with a liquidation of all of its inventory and furniture, fixtures and equipment located at its remaining stores.

### ***Personal Bankruptcies***

No director, executive officer or controlling security holder of the Company has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such person's assets.

### ***Penalties or Sanctions***

No current director, executive officer or controlling security holder of the Company has:

- i. been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, other than penalties for late filing of insider reports; or

- ii. been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

## CONFLICTS OF INTEREST

Circumstances may arise where members of the Board serve as directors or officers of corporations which are in competition to the interests of the Company. No assurances can be given that opportunities identified by any such member of the Board will be provided to the Company. However, the Company's procedures provide that each director and executive officer must comply with the disclosure requirements of the *Canada Business Corporations Act* regarding any material interest. If a declaration of material interest is made, the declaring director shall not vote on the matter if put to a vote of the Board. In addition, the declaring director and executive officer may be requested to recuse himself or herself from the meeting when such matter is being discussed.

# VOTING SECURITIES AND PRINCIPAL HOLDER THEREOF

The Company has 2,188,262 Class B shares outstanding, all of which are owned by Canadian Utilities. ATCO, directly or indirectly, owns 91.6 per cent of the voting securities of Canadian Utilities. The Southern family controls ATCO.

# TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Cumulative Redeemable Preferred Shares Series 1 and Series 4 is TSX Trust Company at its principal offices in Calgary and Toronto.

# LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company is occasionally named as a party in claims and legal proceedings which arise during the normal course of its business. The Company reviews each of these claims, including the nature of the claim, the amount in dispute or claimed and the availability of insurance coverage. There can be no assurance that any particular claim will be resolved in the Company's favour or that such claim may not have a material adverse effect on the Company. For further information, please refer to Note 24 of the 2021 Consolidated Financial Statements.

# MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business (unless otherwise required by applicable securities requirements to be disclosed), there were no material contracts entered into by the Company or its subsidiaries during the most recently completed financial year, or before the most recently completed financial year that are still in effect.

# INTERESTS OF EXPERTS

PricewaterhouseCoopers LLP has prepared the auditor's report for the Company's 2021 Consolidated Financial Statements. PricewaterhouseCoopers LLP is independent in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of Alberta.



# OTHER FINANCIAL AND NON-GAAP MEASURES

Other financial measures presented in CU Inc.'s MD&A consist of:

- i. Adjusted earnings which are a key measure of segment earnings that are used to assess segment performance and allocate resources; and
- ii. Total of segments measures, which are defined as financial measures disclosed by an issuer that are a subtotal or total of two or more reportable segments.

Adjusted earnings are defined as earnings for the period after adjusting for the timing of revenues and expenses associated with rate-regulated activities and dividends on equity preferred shares of the Company. Adjusted earnings also exclude one-time gains and losses, impairments, and items that are not in the normal course of business or a result of day-to-day operations.

Adjusted earnings present earnings from rate-regulated activities on the same basis as was used prior to adopting IFRS - that basis being the US accounting principles for rate-regulated activities. Management's view is that adjusted earnings allow for a more effective analysis of operating performance and trends. A reconciliation of adjusted earnings to earnings for the period is presented in CU Inc.'s MD&A. Adjusted earnings are presented in Note 3 of the 2021 Consolidated Financial statements.

Adjusted earnings are most directly comparable to earnings for the period but is not a standardized financial measure under the reporting framework used to prepare our financial statements. Adjusted earnings may not be comparable to similar financial measures disclosed by other issuers. Management's view is that adjusted earnings allow for a more effective analysis of operating performance and trends. For investors, adjusted earnings may provide value as they exclude items that are not in the normal course of business and, as such, provide insight as to earnings resulting from the issuer's usual course of business. A reconciliation of adjusted earnings to earnings for the period of the Company is presented in CU Inc.'s MD&A.

Total of segments measures are most directly comparable to total earnings for the period. Comparable total of segments measures from 2020 have been calculated using the same composition and are disclosed alongside the current total of segments measures in CU Inc.'s MD&A. A reconciliation of the total of segments measures with total earnings for the period is presented in CU Inc.'s MD&A.

Non-GAAP financial measures presented in CU Inc.'s MD&A are defined as financial measures disclosed by an issuer that are not disclosed in the financial statements.

## FORWARD-LOOKING INFORMATION

Certain statements contained in this AIF constitute forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "anticipate", "plan", "estimate", "expect", "may", "will", "intend", "should", "goals", "targets", "strategy", "future", and similar expressions. In particular, forward-looking information in this AIF includes, but is not limited to, references to general strategic plans and targets, including with respect to project and program implementations; the enabling and acceleration of the clean energy transition; contributions to system decarbonization and support of provincial and federal emissions targets; rate base growth as a primary driver of revenue and earnings growth; the anticipated closing date of the Pioneer Pipeline transfer; and the maintenance of strong investment grade credit ratings.

Although the Company believes that the expectations reflected in the forward-looking information are reasonable based on the information available on the date such statements are made and processes used to prepare the information, such statements are not guarantees of future performance and no assurance can be given that these expectations will prove to be correct. Forward-looking information should not be unduly relied upon. By their nature, these statements involve a variety of assumptions, known and unknown risks and uncertainties, and other factors, which may cause actual results, levels of activity, and achievements to differ materially from those

anticipated in such forward-looking information. The forward-looking information reflects the Company's beliefs and assumptions with respect to, among other things, the development and performance of technology and technological innovations and the ability to otherwise access and implement all technology necessary to achieve emissions and other environmental targets; continuing collaboration with certain northern communities and regulatory groups; the performance of assets and equipment; demand levels for oil, natural gas, gasoline, diesel and other energy sources; certain levels of future energy use; future production rates; future revenue and earnings; the ability to implement proposed or planned projects or to meet current project schedules, and other assumptions inherent in management's expectations in respect of the forward-looking information identified herein.

The Company's actual results could differ materially from those anticipated in this forward-looking information as a result of, among other things, risks inherent in the performance of assets; capital efficiencies and cost savings; applicable laws and government policies; regulatory decisions; competitive factors in the industries in which the Company operates; prevailing economic conditions (including as may be affected by the COVID-19 pandemic); credit risk; interest rate fluctuations; the availability and cost of labour, materials, services, and infrastructure; the development and execution of projects; prices of electricity, natural gas, natural gas liquids, and renewable energy; the development and performance of technology and new energy efficient products, services, and programs including but not limited to the use of renewable fuels, carbon capture, and storage, electrification of equipment powered by renewable energy sources; the occurrence of unexpected events such as fires, severe weather conditions, explosions, blow-outs, equipment failures, transportation incidents, and other accidents or similar events; and other risk factors, many of which are beyond the control of the Company. Due to the interdependencies and correlation of these factors, the impact of any one material assumption or risk on a forward-looking statement cannot be determined with certainty. Readers are cautioned that the foregoing lists are not exhaustive. For additional information about the principal risks that the Company faces, see "Business Risks and Risk Management" in the MD&A for the year ended December 31, 2021.

This AIF may contain information that constitutes future-oriented financial information or financial outlook information, all of which are subject to the same assumptions, risk factors, limitations and qualifications set forth above. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be imprecise or inaccurate and, as such, undue reliance should not be placed on such future-oriented financial information or financial outlook information. The Company's actual results, performance and achievements could differ materially from those expressed in, or implied by, such future-oriented financial information or financial outlook information. The Company has included such information in order to provide readers with a more complete perspective on its future operations and its current expectations relating to its future performance. Such information may not be appropriate for other purposes and readers are cautioned that such information should not be used for purposes other than those for which it has been disclosed herein. Future-oriented financial information or financial outlook information contained herein was made as of the date of this AIF.

Any forward-looking information contained in this AIF represents the Company's expectations as of the date hereof, and is subject to change after such date. The Company disclaims any intention or obligation to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable securities legislation.

# ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR at [www.sedar.com](http://www.sedar.com).

Additional financial information is provided in the Company's audited 2021 Consolidated Financial Statements and MD&A for the financial year ended December 31, 2021.

Information relating to ATCO or Canadian Utilities may be obtained on request from Investor Relations at 3rd Floor, West Building, 5302 Forand Street SW, Calgary, Alberta, T3E 8B4, or by telephone (403) 292-7500.

## GLOSSARY

**AESO** means Alberta Electric System Operator.

**Alberta Utilities** means Electricity Distribution, Electricity Transmission, Natural Gas Distribution and Natural Gas Transmission.

**APL** means Alberta PowerLine.

**AUC** means the Alberta Utilities Commission.

**Board** means CU Inc.'s Board of Directors.

**Class A shares** means Class A non-voting shares of the Company.

**Class B shares** means Class B voting common shares of the Company.

**Company** means CU Inc. and, unless the context otherwise requires, includes its subsidiaries.

**Earnings** means Adjusted Earnings as defined in the Other Financial and Non-GAAP Measures section of this AIF.

**GAAP** means Canadian generally accepted accounting principles.

**Gigawatt hour (GWh)** is a measure of electricity consumption equal to the use of 1 billion watts of power over a one-hour period.

**IFRS** means International Financial Reporting Standards.

**MD&A** means the Company's Management's Discussion and Analysis for the year ended December 31, 2021.

**Megawatt (MW)** is a measure of electric power equal to 1,000,000 watts.

**Petajoule (PJ)** is a unit of energy equal to approximately 948.2 billion British thermal units.

**REA** means Rural Electrification Association. REAs are constituted under the Rural Utilities Act (Alberta) by groups of persons carrying on farming operations. Each REA purchases electric power for distribution to its members through a distribution system owned by that REA.

**Terajoule (TJ)** is a unit of energy equal to approximately 948.2 million British thermal units.

# APPENDIX 1

## COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis (CD&A) discusses the Company's executive compensation program, and how it is structured, governed, and designed to support the corporate business objectives.

This CD&A discloses compensation of the Chief Executive Officers, Chief Financial Officers and the next three executives that received the highest pay as of December 31, 2021 (our named executives):

- Nancy C. Southern, Chair & Chief Executive Officer
- Siegfried W. Kiefer, Honorary Director, Office of the Chair, ATCO
- Brian P. Shkrobot, Executive Vice President & Chief Financial Officer
- Donald (Jason) Sharpe, President, ATCO Gas & Pipelines
- Rebecca (Becky) A. Penrice, Executive Vice President, Corporate Services
- Melanie L. Bayley, President, ATCO Electric
- Dennis A. DeChamplain, Executive Vice President & Chief Financial Officer

In 2021, the named executives had multiple roles for CU Inc., Canadian Utilities, and ATCO, the Company's ultimate parent company. The exceptions were Jason Sharpe and Melanie L. Bayley, with 100 per cent of their compensation expenses allocated to CU Inc.

Every year, the Company apportions compensation for executives with multiple roles based on each company's contribution to total consolidated revenues, labour expenses and total assets. This allocation method, which has been approved by the Alberta Utilities Commission, represents an estimate of the amount of time the Company expects the executives will devote to each entity.

The table below shows how CU Inc., Canadian Utilities and ATCO have shared the compensation expense of executives with multiple roles over the past three years. The compensation reported in this Appendix 1, shows the amounts allocated to CU Inc.

	Amount paid and reported by CU Inc. (%)	Amount paid by Canadian Utilities (%)	Amount paid by ATCO (%)	Combined total reported by ATCO (%)
<b>2021</b>	<b>76.6</b>	<b>12.4</b>	<b>11.0</b>	<b>100</b>
2020	78.1	11.9	10.0	100
2019	70.7	19.2	10.1	100

### EXECUTIVE COMPENSATION PROGRAM ELEMENTS

The disclosure required by items 2.1, 2.3 and 2.4 of National Instrument 51-102F6 *Statement of Executive Compensation* is set out in the ATCO Ltd. and Canadian Utilities Limited management proxy circulars dated March 9, 2022, which are incorporated herein by reference and are available on SEDAR at [www.sedar.com](http://www.sedar.com).

## 2021 NAMED EXECUTIVES



**Nancy C. Southern**  
Chair & Chief Executive Officer  
Age: 65  
Location: Calgary, Canada  
Years of Service: 32

Ms. Southern is Chair & Chief Executive Officer of CU Inc. She has full responsibility for the Company's strategic direction and operations. Ms. Southern reports to the Board of Directors and has been a director of CU Inc. since 1999. Under Ms. Southern's guidance, CU Inc.'s total assets have grown from approximately \$8 billion in 2011 to greater than \$17 billion in 2021.

	2021	2020	2019
Cash			
Base salary	766,000	553,208	707,000
Short-term incentive <sup>1</sup>	0	1,249,600	989,800
Total cash compensation	766,000	1,802,808	1,696,800

1. Ms. Southern recommended and GOCOM approved withholding bonuses for Ms. Southern and Mr. Kiefer for 2021, despite strong corporate and individual performance. Process failings were identified in 2021 that resulted in enforcement proceedings being initiated with the Alberta Utilities Commission. Ms. Southern and Mr. Kiefer had no direct involvement, but Ms. Southern and GOCOM felt it appropriate that CEO compensation should be impacted. The Company issued a news release on November 30, 2021 to describe the situation and the corrective actions being taken.
2. Ms. Southern and Mr. Kiefer have employment agreements with Canadian Utilities. Details regarding these agreements are set out in the Canadian Utilities Limited management proxy circular dated March 9, 2022, which is incorporated herein by reference and is available on SEDAR at [www.sedar.com](http://www.sedar.com).



**Siegfried W. Kiefer**  
Honorary Director, Office of the Chair, ATCO  
Age: 63  
Location: Calgary, Canada  
Years of Service: 39

Mr. Kiefer held the position President & Chief Executive Officer of CU Inc. until June 30, 2021. He was responsible for leading the development and execution of the Company's growth strategy, and ensuring its alignment with short and long-term objectives. Mr. Kiefer transitioned into the role of Honorary Director, Office of the Chair, ATCO until his retirement on February 28, 2022.

	2021	2020	2019
Cash			
Base salary	689,400	702,900	627,463
Short-term incentive <sup>1</sup>	0	937,200	565,600
Total cash compensation	689,400	1,640,100	1,193,063

1. Ms. Southern recommended and GOCOM approved withholding bonuses for Ms. Southern and Mr. Kiefer for 2021, despite strong corporate and individual performance. Process failings were identified in 2021 that resulted in enforcement proceedings being initiated with the Alberta Utilities Commission. Ms. Southern and Mr. Kiefer had no direct involvement, but Ms. Southern and GOCOM felt it appropriate that CEO compensation should be impacted. The Company issued a news release on November 30, 2021 to describe the situation and the corrective actions being taken.
2. Ms. Southern and Mr. Kiefer have employment agreements with Canadian Utilities. Details regarding these agreements are set out in the Canadian Utilities Limited management proxy circular dated March 9, 2022, which is incorporated herein by reference and is available on SEDAR at [www.sedar.com](http://www.sedar.com).



**Brian P. Shkrobot**

Executive Vice President & Chief Financial Officer

Age: 49

Location: Calgary, Canada

Years of Service: 21

Mr. Shkrobot is Executive Vice President & Chief Financial Officer of CU Inc. He is responsible for the overall financial management of CU Inc. including Finance, Accounting, Treasury, Taxation, Risk Management, Investor Relations and the administration of Internal Audit. He is also responsible for ATCO's Sustainability and Information Technology functions and Regulatory Affairs for ATCO's utilities divisions. Mr. Shkrobot joined the Company in 2000 and has held a variety of leadership positions. He was appointed to his current role in October 2021.

	2021	2020	2019
Cash			
Base salary	<b>348,055</b>	362,273	305,181
Short-term incentive	<b>322,700</b>	350,000	168,875
Total cash compensation	<b>670,755</b>	712,273	474,056



**Donald (Jason) Sharpe**

President, ATCO Gas & Pipelines

Age: 47

Location: Calgary, Canada

Years of Service: 19

Mr. Sharpe is President, ATCO Gas & Pipelines. He is responsible for the operational and financial performance of our Natural Gas business, maintaining a continued strong track record of operational and regulatory excellence with a focus on energy sustainability. Mr. Sharpe has held a variety of senior roles in engineering, major projects, and operations within the gas transmission and distribution businesses. He was appointed to his current role in January 2021.

	2021	2020	2019
Cash			
Base salary	<b>345,000</b>	307,500	300,000
Short-term incentive	<b>400,000</b>	285,000	150,000
Total cash compensation	<b>745,000</b>	592,500	450,000
Equity			
Mid-Term Incentive <sup>1</sup>	<b>0</b>	15,674	136,877
Long-Term Incentive			
Stock options	<b>54,420</b>	32,870	6,727
Share appreciation rights	<b>N/A</b>	N/A	6,727
Total equity	<b>54,420</b>	48,544	150,331
Total direct compensation	<b>799,420</b>	641,044	600,331

1. As of 2020, ATCO no longer grants awards under its MTIP and no MTIP awards are currently outstanding for our named executives.



**Rebecca A. Penrice**

Executive Vice President, Corporate Services

Age: 47

Location: Calgary, Canada

Years of Service: 2

Ms. Penrice is Executive Vice President, Corporate Services. She has overall responsibility for leading: Human Resources, Corporate Security, Common Services, Supply Chain and Facilities Operations, Corporate Governance & Secretarial, Corporate Marketing & Communications and Aviation. She is involved in strategic decisions which guide the evolution of the corporate culture; as well as supporting the Executive leadership team and the Board of Directors. Ms. Penrice joined the Company in 2020.

	2021	2020	2019
Cash			
Base salary	<b>345,658</b>	329,973	—
Short-term incentive	<b>383,000</b>	351,450	—
Total cash compensation	<b>728,658</b>	681,423	—



**Melanie L. Bayley**

President, ATCO Electric

Age: 44

Location: Edmonton, Canada

Years of Service: 21

Ms. Bayley is President, ATCO Electric. She is responsible for the operational and financial performance of the electric utility businesses in Alberta, Yukon and Northwest Territories with a strategic focus on the transformation of Canadian Utilities' electricity systems to achieve sustainable decarbonization of the grid and to enable the energy transition. Ms. Bayley joined Canadian Utilities in 2000 and has held a variety of leadership positions across the organization. She was appointed to her current role in January 2021.

	2021	2020	2019
Cash			
Base salary	<b>365,000</b>	330,000	285,000
Short-term incentive	<b>220,000</b>	300,000	150,000
Total cash compensation	<b>585,000</b>	630,000	435,000
Equity			
Mid-Term Incentive <sup>1</sup>	<b>870</b>	19,904	197,519
Long-Term Incentive			
Stock options	<b>54,420</b>	32,870	10,091
Share appreciation rights	<b>N/A</b>	N/A	10,091
Total equity	<b>55,290</b>	52,774	217,701
Total direct compensation	<b>640,290</b>	682,774	652,701

1. The amount for 2021 represents the final dividend paid in 2021 under the MTIP. As of 2020, ATCO no longer grants awards under its MTIP and no MTIP awards are currently outstanding for our named executives.

**Dennis A. DeChamplain**

Executive Vice President &amp; Chief Financial Officer

Age: 57

Location: Calgary, Canada

Years of Service: 29

Mr. DeChamplain held the position of Executive Vice President & Chief Financial Officer until his passing on August 15, 2021. He was responsible for Finance, Accounting, Treasury, Taxation, Risk Management, Information Technology, Investor Relations and the administration of Internal Audit.

	2021	2020	2019
Cash			
Base salary	<b>316,525</b>	435,112	334,058
Short-term incentive <sup>1</sup>	<b>0</b>	624,800	226,240
Total cash compensation	<b>316,525</b>	1,059,912	560,298

1. GOCOM applied discretion and determined that no annual bonus would be paid to Mr. DeChamplain for 2021 because process failings were identified in 2021 that resulted in enforcement proceedings being initiated with the Alberta Utilities Commission. The Company issued a news release on November 30, 2021 to describe the situation and the corrective actions being taken.



## 2021 COMPENSATION DETAILS

### Summary Compensation Table

The table below summarizes the total compensation allocated to the Company in accordance with the table set out on the first page of this Appendix 1 for each of the named executives for the years ended December 31, 2021, 2020 and 2019.

	Salary	Share based awards <sup>1,2</sup>	Option based awards <sup>1,3,4</sup>	Non-equity incentive plan compensation		Pension value	All Other Compensation <sup>5</sup>	Total Compensation
				Annual incentive plans <sup>5,6</sup>	Long term incentive plans			
<b>Nancy C. Southern</b>								
Chair & Chief Executive Officer								
2021	766,000	N/A	N/A	0	N/A	1,214,480	26,810	2,007,290
2020	553,208	N/A	N/A	1,249,600	N/A	1,990,852	27,335	3,820,995
2019	707,000	N/A	N/A	989,800	N/A	(1,732,942)	24,745	(11,397)
<b>Siegfried W. Kiefer</b>								
Honorary Director, Office of the Chair, ATCO								
2021	689,400	N/A	N/A	0	N/A	116,984	24,129	830,513
2020	702,900	N/A	N/A	937,200	N/A	176,357	24,602	1,841,059
2019	627,463	N/A	N/A	565,600	N/A	(689,444)	21,961	525,580
<b>Brian P. Shkrobot</b>								
Executive Vice President & Chief Financial Officer								
2021 <sup>9</sup>	348,055	N/A	N/A	322,700	N/A	26,932	12,182	709,869
2020	362,273	N/A	N/A	350,000	N/A	27,830	12,680	752,783
2019	305,181	N/A	N/A	168,875	N/A	26,277	11,365	511,698
<b>Jason Sharpe</b>								
President, ATCO Gas & Pipelines								
2021	345,000	0	54,420	400,000	N/A	29,210	12,075	840,705
2020	307,500	15,674	32,870	285,000	N/A	27,830	10,763	679,637
2019	300,000	136,877	13,454	150,000	N/A	27,230	10,500	638,061
<b>Becky A. Penrice</b>								
Executive Vice President, Corporate Services								
2021	345,658	N/A	N/A	383,000	N/A	22,375	8,641	759,674
2020	329,973	N/A	N/A	351,450	N/A	21,735	8,249	711,407
2019	—	—	—	—	—	—	—	—
<b>Melanie L. Bayley</b>								
President, ATCO Electric								
2021	365,000	870	54,420	220,000	N/A	29,210	12,775	682,275
2020	330,000	19,904	32,870	300,000	N/A	27,830	11,550	722,154
2019	285,000	197,519	20,182	150,000	N/A	27,230	9,975	689,906
<b>Dennis A. DeChamplain</b>								
Executive Vice President & Chief Financial Officer								
2021	316,525	N/A	N/A	0	N/A	80,066	10,188	406,779
2020	435,112	N/A	N/A	624,800	N/A	3,832,793	15,229	4,907,934
2019	334,058	N/A	N/A	226,240	N/A	19,252	11,362	590,912

1. With the exception of Ms. Bayley and Mr. Sharpe, whose share based and option based awards are allocated 100% to CU Inc., the disclosure regarding the named executives' equity compensation as well as information regarding the equity plans is set out in the ATCO Ltd. and Canadian Utilities Limited management proxy circulars dated March 9, 2022, as applicable, which are incorporated herein by reference and are available on SEDAR at [www.sedar.com](http://www.sedar.com).

2. The grant date fair value for MTIP granted in past years was determined in consultation with our independent advisors. The accounting fair value was based on the full value share price at the time of grant and the grant date fair value used for compensation benchmarking purposes reflected a discount applied to account for performance hurdles that had to be met in order for the MTIP to vest. The share based awards value includes the dividends received during the respective calendar year. ATCO did not grant units under the mid-term incentive plan in 2020 or 2021.

2019		
July		
	ATCO	Canadian Utilities
<b>MTIP Assumptions</b>		
Grant date fair value	28.85	23.38
Accounting fair value	44.38	35.97

3. The option values shown for the last three years are the grant date fair values determined using the Black-Scholes method, the same method used for determining the accounting fair values. The assumptions used were as follows:

2021			2020		2019	
June			December		November	
	ATCO	Canadian Utilities	ATCO	Canadian Utilities	ATCO	Canadian Utilities
<b>Option Assumptions</b>						
Expected life (years)	7.1	6.8	7.1	6.8	7.1	6.8
Risk free rate of return	1.10%	1.06%	0.52%	0.50%	1.47%	1.47%
Volatility	26.23%	24.09%	21.76%	22.25%	18.88%	17.53%
Dividend yield	3.93%	4.89%	4.62%	5.49%	3.25%	4.27%

The SAR values shown for past years are the grant date fair values determined using the Black-Scholes method, the same method used for determining the accounting fair values. ATCO did not grant SARs under the long-term incentive plan in 2020 or 2021. The assumptions used were as follows:

2019		
November		
	ATCO	Canadian Utilities
<b>SAR Assumptions</b>		
Expected life (years)	6.1	6.0
Risk free rate of return	1.47%	1.47%
Volatility	18.67%	18.29%
Dividend yield	3.25%	4.27%

4. Total ATCO and Canadian Utilities stock options and share appreciation rights.
5. Ms. Southern recommended and GOCOM approved withholding bonuses for Ms. Southern and Mr. Kiefer for 2021, despite strong corporate and individual performance. Process failings were identified in 2021 that resulted in enforcement proceedings being initiated with the Alberta Utilities Commission. Ms. Southern and Mr. Kiefer had no direct involvement, but Ms. Southern and GOCOM felt it appropriate that CEO compensation should be impacted. The Company issued a news release on November 30, 2021 to describe the situation and the corrective actions being taken.
6. GOCOM applied discretion and determined that no annual bonus would be paid to Mr. DeChamplain for 2021 because the situation that is described in footnote (5) arose while he was CFO.
7. Estimated using a prescribed formula based on several assumptions. Also includes other compensatory items.
8. Employer contribution to the Employee Share Purchase Plan.
9. Prior to Mr. Shkrobot's appointment as Interim Senior Vice President & Chief Financial Officer of ATCO Ltd. and Canadian Utilities Limited after the passing of Dennis DeChamplain was announced on August 18, 2021, 100% of his compensation was allocated to CU Inc. Since this appointment (and his subsequent appointment on October 1, 2021 to the role of Executive Vice President & Chief Financial Officer of Canadian Utilities Limited), Mr. Shkrobot's compensation has been allocated in accordance with the table set out on page 1 of this Appendix 1.

## INCENTIVE PLAN AWARDS

With the exception of Ms. Bayley and Mr. Sharpe, whose share based and option based awards are allocated 100% to CU Inc., the disclosure regarding the named executives' equity compensation as well as information regarding the equity plans is set out in the ATCO Ltd. and Canadian Utilities Limited management proxy circulars dated March 9, 2022, as applicable, which are incorporated herein by reference and are available on SEDAR at [www.sedar.com](http://www.sedar.com).

## Outstanding Option-Based Awards

The table below shows each named executive's outstanding incentive plan awards as of December 31, 2021.

Option-based awards									
Number of securities underlying unexercised options (#)				Option exercise price / SARs base value (\$)		Option / SARs expiration date		Value of unexercised in-the-money options / SARs <sup>5</sup> (\$)	
ATCO		Canadian Utilities							
Options <sup>1</sup>	SARs <sup>2</sup>	Options <sup>3</sup>	SARs <sup>4</sup>	ATCO	Canadian Utilities			ATCO	Canadian Utilities
<b>Jason Sharpe</b>									
2021	2,000	N/A	10,000	N/A	45.38	35.76	2029-06-15	0	9,300
2020	2,000	N/A	10,000	N/A	38.40	32.09	2028-12-15	8,600	46,000
2019	0	0	2,000	2,000	N/A	38.97	2029-11-15	N/A	0
2018	0	0	2,000	2,000	N/A	34.13	2028-03-15	N/A	10,240
2017	0	0	2,000	2,000	N/A	38.07	2027-03-15	N/A	0
2016	0	0	1,500	1,500	N/A	36.08	2026-03-25	N/A	1,830
2015	0	0	1,000	1,000	N/A	29.97	2025-12-15	N/A	13,440
2015	0	0	1,000	1,000	N/A	40.78	2025-03-15	N/A	0
2014	0	0	1,000	1,000	N/A	39.39	2024-07-15	N/A	0
<b>Melanie L. Bayley</b>									
2021	2,000	N/A	10,000	N/A	45.38	35.76	2029-06-15	0	9,300
2020	2,000	N/A	10,000	N/A	38.40	32.09	2028-12-15	8,600	46,000
2019	0	0	3,000	3,000	N/A	38.97	2029-11-15	N/A	0
2018	1,000	1,000	1,000	1,000	42.08	34.13	2028-03-15	1,240	5,120
2017	1,000	1,000	1,000	1,000	48.82	38.07	2027-03-15	0	0
2016	0	0	1,500	1,500	N/A	36.08	2026-03-25	N/A	1,830
2015	0	0	1,000	1,000	N/A	40.78	2025-12-15	N/A	0
2014	0	0	1,000	1,000	N/A	38.96	2025-03-15	N/A	0

1. Options to buy ATCO Class I Shares.

2. Share appreciation rights based on ATCO Class I Shares.

3. Options to buy Canadian Utilities Class A shares.

4. Share appreciation rights based on Canadian Utilities Class A shares.

5. The difference between the market value as at December 31, 2021, of ATCO Class I Shares (\$42.70) and Canadian Utilities Class A shares (\$36.69) underlying the option based awards and the exercise price of the option-based awards.

6. The Company no longer grants restricted shares under its MTIP (share-based awards) and no such awards are currently outstanding for our named executives. As such, the "share-based awards" portion of the previous table has been omitted.

## Incentive plan awards — value vested or earned during the year

The table below shows incentive plan awards that have vested or were earned for each named executive during 2021.

Year ended December 31, 2021	Option-based awards				Share-based awards <sup>5</sup>		Non-equity incentive plan compensation
	Amount vested during the year (\$)				Value vested during the year (\$)		Value earned during the year (\$)
	ATCO		Canadian Utilities		ATCO		Canadian Utilities
	Options <sup>1</sup>	SARs <sup>2</sup>	Options <sup>3</sup>	SARs <sup>4</sup>			
Jason Sharpe	2,130	0	9,425	0	0	N/A	400,000
Melanie L. Bayley	2,130	0	9,425	0	870	N/A	220,000

1. Options to buy ATCO Class I Shares.

2. Share appreciation rights based on ATCO Class I Shares.

3. Options to buy Canadian Utilities Class A shares.

4. Share appreciation rights based on Canadian Utilities Class A shares.

5. Represents the final dividend paid in 2021 from the 2018 and 2019 MTIP awards that were cancelled in 2020.

## PENSION PLAN

The named executives participate in the Retirement Plan for Employees of Canadian Utilities Limited and Participating Companies (CU plan), which has both a defined benefit (DB) and defined contribution (DC) component. Nancy C. Southern and Siegfried W. Kiefer participate in the DB component.

How the DB component works:

- Executives do not contribute to the plan;
- Participants can retire with full benefits when they turn 62, or if their age plus their years of service equals 90 or more. They can retire as early as age 55. However, if they have not achieved 90 points, their pension benefit is reduced by 3 per cent for every year of retirement before age 62, and by another 3 per cent for every year before age 60;
- Pension benefits are paid until the participant dies; then, 60 per cent is paid to the surviving spouse; and
- Retiree pension benefit payments have historically been increased annually with inflation, to a maximum of 3 per cent.

How we calculate the pension benefit:

$$\left[ 1.4\% \times \begin{array}{l} \text{average year's maximum} \\ \text{pensionable earnings} \\ (\$57,780 \text{ in } 2021) \end{array} + 2\% \times \begin{array}{l} \text{average salary (highest five consecutive} \\ \text{years of base salary, not including} \\ \text{short-term incentive) minus } \$57,780 \end{array} \right] \times \begin{array}{l} \text{Years of} \\ \text{service} \end{array}$$

Brian P. Shkrobot, Jason Sharpe, Becky A. Penrice and Melanie L. Bayley participate in, and Dennis A. DeChamplain participated in, the DC component.

How the DC component works:

- Executives do not contribute to the plan;
- The Company contributes 10 per cent of base salary up to the maximum permitted by the Income Tax Act (Canada) which was \$29,210 in 2021; and
- Participants are responsible for the investment decisions in the DC plan and may invest contributions in a broad selection of funds.

## SUPPLEMENTAL PENSION BENEFITS

Pension benefits under our pension plans are subject to limits imposed by the Income Tax Act (Canada). Benefits that are higher than these limits are paid to Nancy C. Southern and Siegfried W. Kiefer as a supplemental pension. This supplemental pension is provided by Canadian Utilities and benefits are not pre-funded, it is also inclusive of the benefit under the Canadian Utilities plan. Benefits are paid on the same terms as the plan, with the same survivor benefits and top-up for inflation.

How it works:

- Supplemental pension benefits are provided as a defined benefit plan
- Executives do not contribute to the supplemental plan
- Service is limited to 35 years

Nancy C. Southern's supplemental pension benefit is part of her employment agreement. Her benefits are calculated as 80 per cent of the average of the highest five years of cash compensation (salary and short-term incentives) throughout her career.

Siegfried W. Kiefer's supplemental pension benefit is part of his employment agreement. His benefits are calculated as the average of the highest consecutive five years of salary compensation. Mr. Kiefer's maximum service limit for the supplemental pension benefit is 40 years.

## DEFINED BENEFIT

The table below shows the pension benefits and accrued obligations under all registered pension plans and supplemental arrangements for each of the named executives, as allocated to CU Inc.

	Number of years credited service	Annual Benefits Payable (\$)		Opening present value of defined benefit obligation (\$)	Compensatory Change (\$)	Non Compensatory Change (\$)	Closing present value of defined benefit obligation (\$)
		At year end	At age 65				
Nancy C. Southern	26.00	1,568,768	1,568,768	29,964,940	1,214,480	(2,392,267)	28,787,153
Siegfried W. Kiefer	38.00	492,313	516,064	12,030,401	116,984	530,359	12,677,744
Dennis A. DeChamplain	0	0	0	4,333,356	65,150	(4,398,506)	0

(1) Mr. DeChamplain's Supplemental Employee Retirement Plan did not include a death benefit provision.

Number of years of credited service is the time the executive has been a member of the pension plan, and is used to calculate the pension.

Annual benefits payable at year end is based on the defined benefit credited service and actual average pensionable earnings at December 31, 2021. The benefits are reduced if a named executive is eligible for early retirement.

Annual benefits payable at age 65 is based on actual average pensionable earnings at December 31, 2021, and their projected service at age 65, to a maximum of 35 years service (with the exception to Supplemental Employee Retirement Plan maximum for Siegfried W. Kiefer).

The Company calculates the accrued pension obligation using the method prescribed by International Financial Reporting Standards and based on management's best estimate of future events that affect the cost of pensions, including assumptions about adjustments to base salary in the future.

The compensatory change includes the service cost, differences between actual and estimated earnings, the impact of plan amendments and past service benefits, as well as changes in expected future retirement dates.

The non-compensatory change includes interest on the obligation, the impact of assumption changes, and the impact of changing the CU Inc. allocation from 78.1 per cent in 2020 to 76.6 per cent in 2021. See Note 13, Retirement Benefits, in the Company's consolidated financial statements for the year ended December 31, 2021, for more information about the methods and assumptions used to calculate accrued obligations.

## DEFINED CONTRIBUTION

The table below shows the defined contribution disclosure for the named executives, as allocated to CU Inc.

	Accumulated value at start of year (\$)	Compensatory (\$)	Accumulated value at year end (\$)
Brian P. Shkrobot	623,414	26,932	709,201
Jason Sharpe	453,997	29,210	603,316
Becky A. Penrice	23,874	22,375	51,538
Melanie L. Bayley	529,999	29,210	615,336
Dennis A. DeChamplain	735,749	14,196	0

The compensatory amount is the Company's contribution. Participants are responsible for their investments and may invest contributions in a broad selection of funds.

## TERMINATION AND CHANGE OF CONTROL

Details regarding termination and change of control that would apply to the Company's named executives, other than Mr. Sharpe and Ms. Bayley as 100 per cent of their compensation is allocated to the Company, are set out in the ATCO Ltd. and Canadian Utilities Limited management proxy circulars dated March 9, 2022, which are incorporated herein by reference and are available on SEDAR at [www.sedar.com](http://www.sedar.com).

The table below shows incremental amounts that would be paid to Mr. Sharpe and Ms. Bayley based on differing scenarios – retirement, resignation, termination without cause and change of control without termination, assuming the triggering event took place on December 31, 2021.

	Incremental Amounts	Retirement (\$)	Resignation (\$)	Termination Without Cause (\$)	Change of Control Without Termination (\$)
<b>Jason Sharpe</b>					
	Cash payment				
	Option-based awards <sup>1</sup>				54,346
	Pension				
	Benefits				
	Perquisites				
	<b>Total</b>				<b>54,346</b>
<b>Melanie L. Bayley</b>					
	Cash payment				
	Option-based awards <sup>1</sup>				52,794
	Pension				
	Benefits				
	Perquisites				
	<b>Total</b>				<b>52,794</b>

1. Assumes the exercise of all unvested options and share appreciation rights. Shows the estimated value of accelerated awards based on \$42.70 and \$36.69, the respective closing prices of ATCO Class I Shares and Canadian Utilities Class A shares on December 31, 2021.

## DIRECTOR COMPENSATION

Mr. Booth is a director of the Company as well as ATCO. The disclosure required by item 7 of National Instrument 51-102F6 *Statement of Executive Compensation* is set out in the ATCO Ltd. management proxy circular dated March 9, 2022, which is incorporated herein by reference and is available on SEDAR at [www.sedar.com](http://www.sedar.com).

Ms. Charlton and Mr. Normand are directors of the Company as well as Canadian Utilities. The disclosure required by item 7 of National Instrument 51-102F6 *Statement of Executive Compensation* is set out in the Canadian Utilities Limited management proxy circular dated March 9, 2022, which is incorporated herein by reference and is available on SEDAR at [www.sedar.com](http://www.sedar.com).

Ms. Southern and Ms. Southern-Heathcott are directors of the Company as well as ATCO and Canadian Utilities. Ms. Southern is an employee of the Company and does not receive compensation as a director. The disclosure required by item 7 of National Instrument 51-102F6 *Statement of Executive Compensation*, for Ms. Southern-Heathcott as it pertains to the Company, is set out in the Canadian Utilities Limited management proxy circular dated March 9, 2022, which is incorporated herein by reference and is available on SEDAR at [www.sedar.com](http://www.sedar.com).