



**CANADIAN UTILITIES LIMITED**  
An **ATCO** Company

# CANADIAN UTILITIES LIMITED

# ANNUAL INFORMATION FORM

**FOR THE YEAR ENDED DECEMBER 31, 2020**

**February 24, 2021**

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

Unless otherwise noted, the information contained within this AIF is presented as at December 31, 2020.

The Company 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

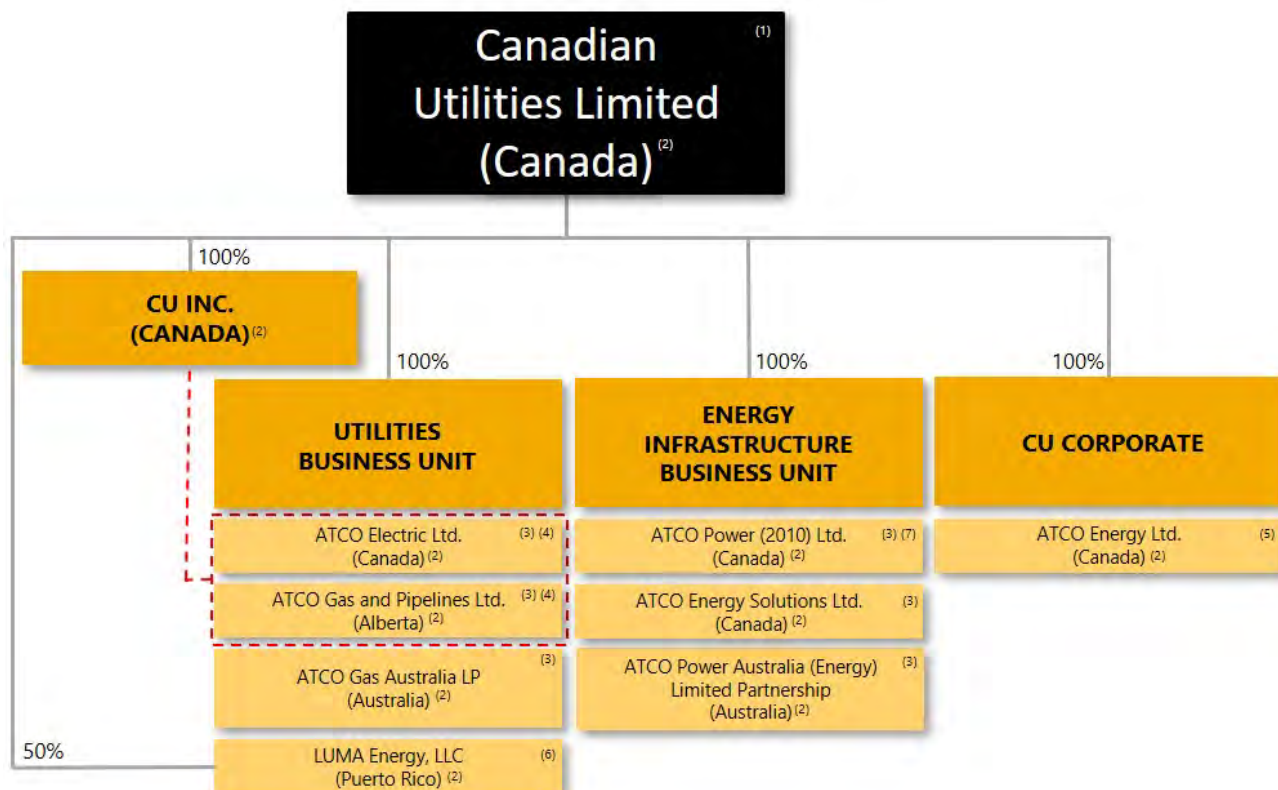
Canadian Utilities Limited was incorporated under the laws of Canada on May 18, 1927, and was continued under the Canada Business Corporations Act on August 15, 1979. The common share capital of the Company was reorganized on September 10, 1982. The address of the head office of the Company is 4th Floor, West Building, 5302 Forand Street S.W., Calgary, Alberta, T3E 8B4 and its registered office is 20th Floor, 10035 - 105 Street, Edmonton, Alberta T5J 2V6.

In March 1999, Canadian Utilities was reorganized to separate its Alberta-based regulated businesses from the non-regulated businesses. This reorganization was implemented by the transfer of the common shares and debt of the regulated subsidiaries from Canadian Utilities to CU Inc., in return for common shares of CU Inc. As a result of the reorganization, the Company's Alberta Utilities, which had been financed by Canadian Utilities, are now mainly financed by CU Inc.

## SIMPLIFIED ORGANIZATIONAL STRUCTURE

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 were formed. The chart also shows the percentages of such subsidiaries' shares the Company beneficially owns, controls or directs, either directly or indirectly.

In the first quarter of 2020, the Company reorganized its reporting segments. These segments are reported in a manner consistent with the internal reporting provided to the Executive Chair, the President & Chief Executive Officer, and other members of the Executive Committee of the Company. Comparative amounts for prior periods have been restated to reflect the realigned segments.



(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, 2020.

(2) Jurisdiction in which the company was formed.

(3) ATCO Electric Ltd. includes Electricity Distribution and Electricity Transmission. ATCO Gas and Pipelines Ltd. includes Natural Gas Distribution and Natural Gas Transmission. ATCO Gas Australia LP includes International Natural Gas Distribution. ATCO Power (2010) Ltd. and ATCO Power Australia (Energy) Limited Partnership are included in Electricity Generation. ATCO Energy Solutions Ltd. includes Storage & Industrial Water.

(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.

(5) ATCO Energy Ltd. (ATCOenergy) provides retail electricity and natural gas service in Alberta.

(6) International Electricity Operations includes Canadian Utilities' 50 per cent ownership in LUMA Energy, LLC (LUMA Energy), a company formed to transform, modernize and operate Puerto Rico's 30,000 km electricity transmission and distribution system under an Operations and Maintenance Agreement with a 15-year term after a one-year transition period which began on June 22, 2020.

# CORE MISSION AND VALUES

## EXCELLENCE: THE HEART & MIND OF ATCO

*"Going far beyond the call of duty. Doing more than others expect.  
This is what excellence is all about. It comes from striving, maintaining the highest standards, looking after the smallest detail and going the extra mile. Excellence means caring. It means making a special effort to do more."*

R.D. Southern, Founder, ATCO

## CORE MISSION

To build a global portfolio of utilities and energy infrastructure assets that consistently delivers operational excellence and superior returns.

## CORE VALUES

It is ATCO's Heart and Mind that drives the Company's approach to service reliability and product quality. Our pursuit of excellence governs the way we act and make decisions.

# CANADIAN UTILITIES STRATEGIES

Innovation, growth and financial strength provide the foundation from which we have built our Company. Our long-term success depends on our ability to continue offering our customers premier, comprehensive and integrated solutions to meet their needs and expand into new markets.

These strategic imperatives are supported by our unwavering commitment to operational excellence, our customers, our people and the communities we are privileged to serve around the world.

## INNOVATION

We seek to create a work environment where employees are encouraged to take a creative and innovative approach to meeting our customers' needs. By committing to applied research and development, we are able to offer our customers unique and imaginative solutions that differentiate us from our competitors.

## GROWTH

Our long-term strategy is focused on sustainable growth. We recognize that current trends and headwinds facing the utilities business model require us to proactively adapt our strategy while continuing to invest in our core business to ensure we remain relevant in the delivery of energy and creation of long-term value for our share owners. We approach this strategy by: expanding geographically to meet the global needs of our customers; developing significant, value-creating greenfield projects; fostering continuous improvement; optimizing our energy infrastructure assets to drive performance through new growth platforms; and delivering reliable, cleaner and affordable energy for our customers.

We pursue the acquisition and development of complementary assets and businesses that have future growth potential.



## FINANCIAL STRENGTH

Financial strength is the bedrock of our current and future success. It ensures that we have the financial capacity to fund existing and future capital investments through a combination of predictable cash flows from operations, cash balances on hand, credit facilities and access to capital markets. It enables us to sustain our operations and to grow through economic cycles, thereby providing long-term financial benefits.

We continuously review our holdings to evaluate opportunities to sell mature assets and recycle the proceeds into growing areas of the Company. The viability of such opportunities depends on the outlook of each business as well as general market conditions. This ongoing focus supports the optimal allocation of capital across the Company.

## OPERATIONAL EXCELLENCE

We achieve operational excellence through high service, reliability, and product quality for our customers and the communities we serve. We are uncompromising about maintaining a safe work environment for employees and contractors, promoting public safety and striving to minimize our environmental impact. We ensure the timely supply of goods and services that are critical to our customers' ability to meet their core business objectives.

## COMMUNITY INVOLVEMENT

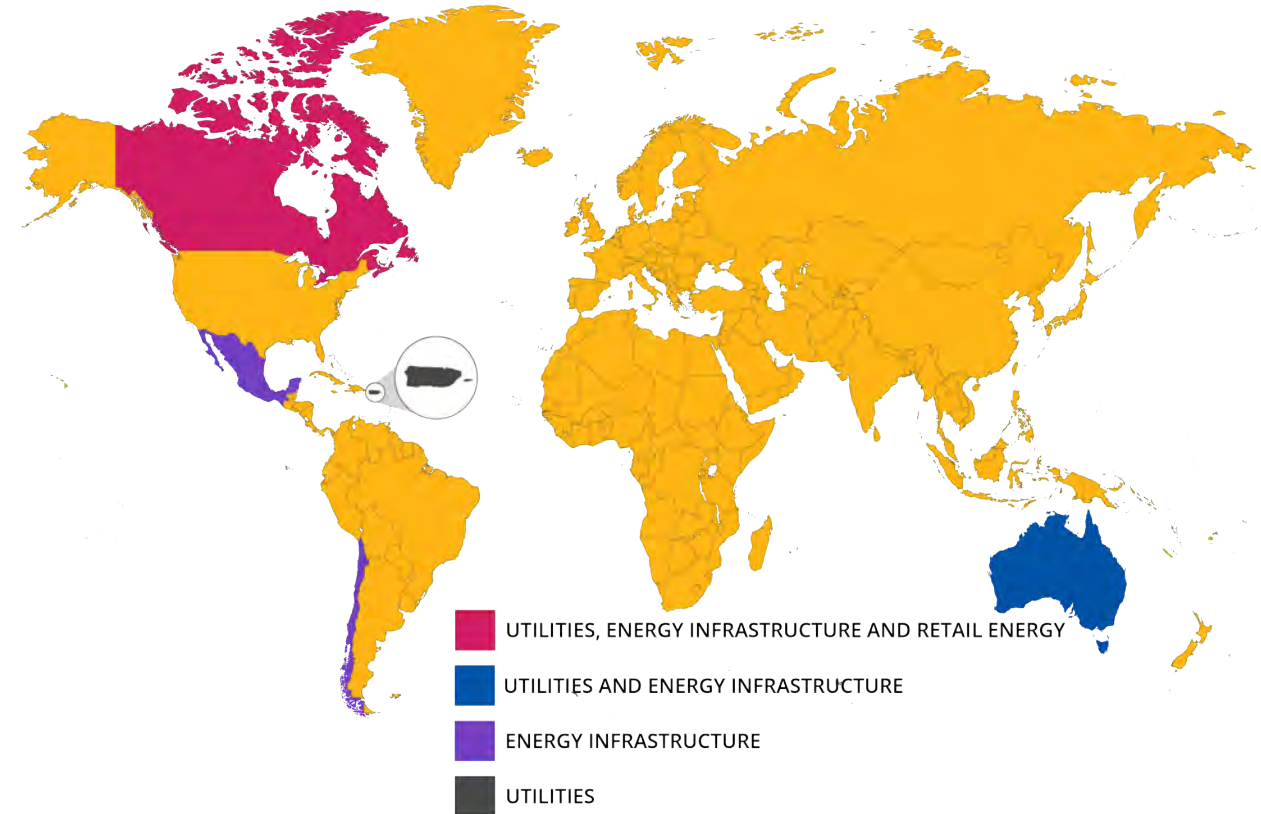
We are committed to a respectful and collaborative community approach, where meaningful partnerships and positive relationships are built with community leaders and groups that will enhance economic and social development. Community involvement creates the opportunity to develop partnerships with Indigenous and community groups and build ongoing, positive Indigenous relationships that contribute to economic and social development in their communities. We also engage with governing authorities, regulatory bodies, and landowners. We encourage partnerships throughout the organization. We encourage our employees to participate in community initiatives that will serve to benefit non-profit organizations through volunteer efforts, and the provision of products and services in-kind.

## **FURTHER COMMENTARY REGARDING STRATEGIES AND COMMITMENTS**

Our financial and operational achievements in 2020 relative to the strategies outlined above are included in the Company's 2020 MD&A and the 2020 Consolidated Financial Statements. Further commentary regarding strategies and commitments to growth, financial strength, innovation, operational excellence, and community involvement will be provided in the forthcoming 2020 Management Proxy Circular, Year in Review, and Sustainability Report. The 2020 Management Proxy Circular will also contain a discussion of the Company's corporate governance practices.

Canadian Utilities' website, [www.canadianutilities.com](http://www.canadianutilities.com), is a valuable source for the latest news of the Company's activities. Prior years' reports are also available on this website.

# BUSINESS DESCRIPTION



We are more than the sum of our many parts. On a global scale, we energize homes, businesses, energize industries, and deliver customer-focused energy infrastructure solutions. Canadian Utilities Limited is a \$20 billion company with a diverse, global portfolio of investments in premier energy infrastructure that delivers operational excellence and superior returns. Fueled by the unwavering dedication of approximately 4,500 people, we offer comprehensive solutions and operational excellence in Utilities (electricity and natural gas transmission and distribution, and international electricity operations); Energy Infrastructure (electricity generation, energy storage, and industrial water solutions); and Retail Energy (electricity and natural gas retail sales).



## UTILITIES

### OVERVIEW

The Utilities' business unit's activities consist of four regulated utilities (Electricity Transmission and Distribution, and Natural Gas Transmission and Distribution) in Alberta, Saskatchewan and northern regions of Canada, that have delivered reliable electricity and cleaner-burning natural gas to customers for many decades, a regulated natural gas distribution business in Western Australia, and the newly formed International Electricity Operations business in Puerto Rico, which includes Canadian Utilities' 50 per cent ownership in LUMA Energy.

### BUSINESS STRATEGY

Our strategy is to invest in regulated electricity and natural gas distribution and transmission assets, capitalize on opportunities to provide long-term contracted electricity and natural gas transmission and distribution services, and consistently deliver reliable, affordable and cleaner energy for our customers.

### MARKET OPPORTUNITIES

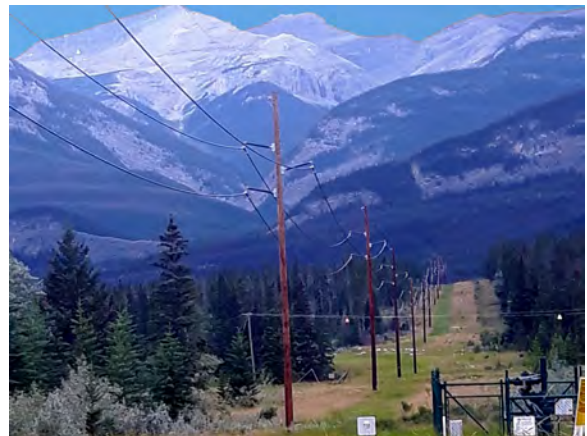
The utilities industry is changing with an increased focus on decarbonization, digitalization, decentralization, and evolving customer demand. Continuing climate change concerns, evolving regulations to encourage the advancement of new technologies, emission reduction targets, and government incentives present opportunities for utility companies. Our natural gas and electric utilities are well positioned to capitalize on these trends. Our strategic priorities remain focused on investments that provide lower emissions and cleaner energy solutions for our customers, while continuing to invest in our core business.

### MARKET CHALLENGES

Traditional utility industry challenges include the regulator's approval of customer rates that permit a reasonable opportunity to recover service costs on a timely basis, including a fair return on invested capital. The increasing move towards decarbonization, arrival of new smart-grid technologies, renewable energy generation, decentralized generation, energy storage and digital transformation has forced the traditional utility sector to reinvent itself and adapt to remain competitive. These new challenges present new policy and technology risks that could lead to disruption of the Company's existing business models and create new competitive market dynamics.



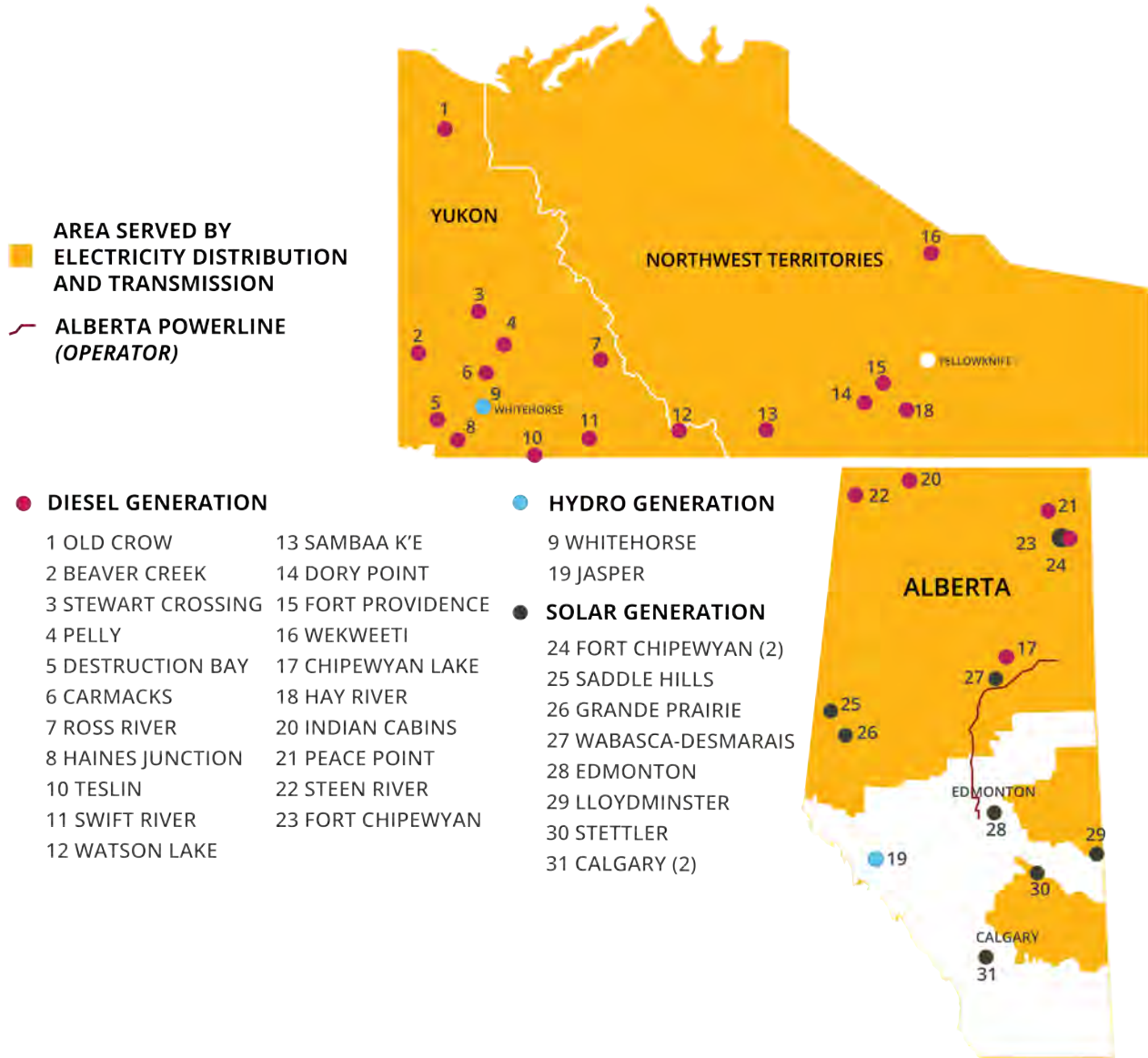
*Electricity Distribution, Maintenance Work, Alberta*



*Jasper Interconnection Project, Alberta*

## 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

Electricity Distribution and Transmission transmit and deliver electricity to 240 communities and rural areas in east-central and Northern 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 numbers of customers served by Electricity Distribution and Transmission, NUY, NWT and AEY at the end of 2020 and 2019 are shown below.

	2020		2019	
	Number	%	Number	%
Industrial	9,903	4	10,295	4
Commercial	34,652	13	34,686	14
Residential	183,858	71	182,726	70
Rural, REA and other	32,139	12	32,042	12
<b>Total</b>	<b>260,552</b>	<b>100</b>	259,749	100

Electricity distributed to the various classes of customers in 2020 and 2019 is shown below.

	2020		2019	
	GWh	%	GWh	%
Industrial	7,820	65	8,392	66
Commercial	2,254	19	2,395	19
Residential	1,384	11	1,321	10
Rural, REA and other	554	5	556	5
<b>Total</b>	<b>12,012</b>	<b>100</b>	12,664	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**

Canadian Utilities 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 23 hydroelectric and diesel-generating plants, and 10 solar sites with an aggregate nameplate capacity of 48-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.

### ***Fort Chipewyan Solar Project***

On November 18, 2020, Canadian Utilities completed Canada's largest off-grid solar project, providing the remote Northern Alberta community of Fort Chipewyan with clean energy.

In partnership with Three Nations Energy (3NE), which is jointly owned by the Athabasca Chipewyan First Nation, Mikisew Cree First Nation and Fort Chipewyan Métis Association, Canadian Utilities designed and built the two-phased project which includes a 600-kW solar farm, owned and operated by Canadian Utilities, and a 2,200-kW solar farm owned by 3NE and operated by Canadian Utilities.

Fort Chipewyan, located about 150 kilometres away from the nearest tie-in to Alberta's electric grid, is home to nearly 1,000 residents who rely on diesel-fueled generation for electricity. Each year, diesel is transported by trucks on a winter ice road, which recently has only been open for a six-week period. The solar project will provide about 25 per cent of Fort Chipewyan's electricity needs annually, reducing trucking and consumption of diesel fuel by approximately 800,000 litres per year – equivalent to a decrease in greenhouse gas emissions by 2,145 tons annually.



*Fort Chipewyan Solar Project, Fort Chipewyan, Alberta*



## INTERNATIONAL ELECTRICITY OPERATIONS

### LUMA Energy

On June 22, 2020, LUMA Energy, a newly-formed company owned 50 per cent by Canadian Utilities and 50 per cent by Quanta Services, Inc., was selected by the P3A to transform, modernize and operate Puerto Rico's 30,000-km electricity transmission and distribution system over a term of 15 years after a one-year transition period. The transition period commenced in the second quarter of 2020.

This innovative arrangement allows the Puerto Rico Electric Power Authority to retain ownership of all utility assets while benefiting from the expertise of a qualified operator. LUMA Energy combines Canadian Utilities' world-class utility operations and customer service expertise with Quanta's superior utility services and project execution capabilities.



LUMA Energy, Canóvanas, Puerto Rico

Key financial terms associated with the LUMA Energy contract are highlighted in the table below.

USD (millions)

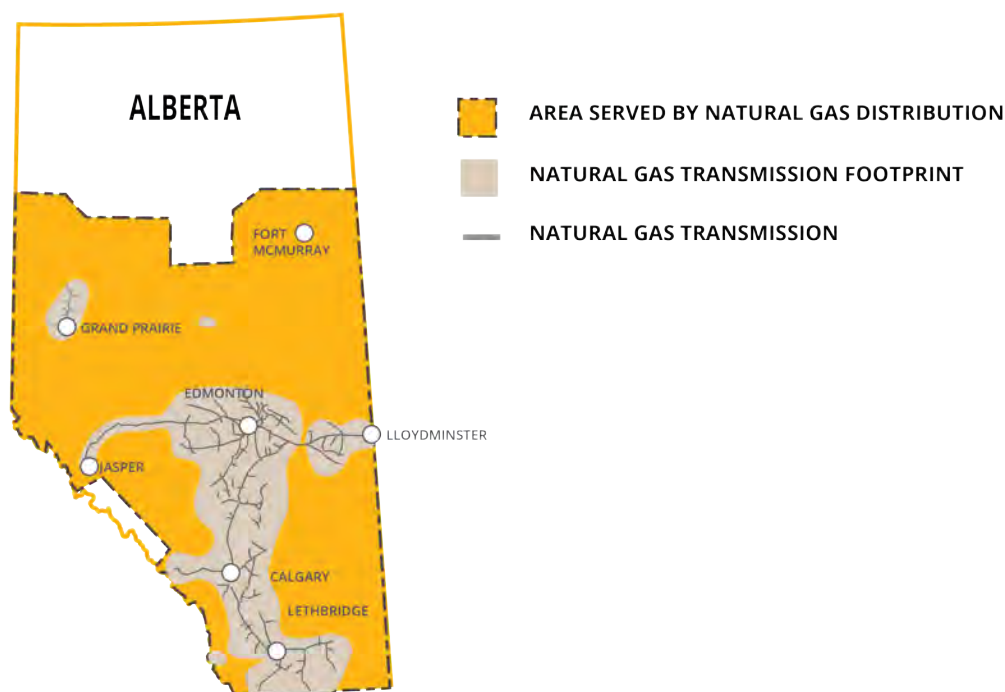
	Front-End Service Fee <sup>(1)</sup>	Fixed Fee <sup>(1) (2)</sup> (paid monthly)	Potential Incentive Fee <sup>(1) (2)</sup>
Transition Period	60		
Contract Year 1		70	13
Contract Year 2		90	17
Contract Year 3		100	19
Contract Year 4+		105	20

(1) All compensation figures above are at the LUMA Energy level. Canadian Utilities Limited holds a 50 per cent interest in LUMA Energy.

(2) Fixed Fee and Incentive Fee are escalated annually at US CPI.

## NATURAL GAS DISTRIBUTION AND TRANSMISSION

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 1.2 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 2.9 million. Approximately 76 per cent of Natural Gas Distribution's customers were located in these 11 communities in 2020. Also served are 279 smaller communities as well as rural areas with a combined population of approximately 770,000.

The number of customers served by Natural Gas Distribution at the end of 2020 and 2019 is shown below.

	2020		2019	
	Number	%	Number	%
Residential	1,145,193	92	1,131,342	92
Commercial	101,839	8	100,698	8
Industrial	345	—	346	—
Other	4	—	7	—
<b>Total</b>	<b>1,247,381</b>	<b>100</b>	<b>1,232,393</b>	<b>100</b>

The quantity of natural gas distributed by Natural Gas Distribution in 2020 and 2019 is shown below.

	2020		2019	
	PJ	%	PJ	%
Residential	129.5	47	133.3	47
Commercial	130.7	48	137.3	48
Industrial	12.7	5	13.7	5
Other	0.2	—	0.3	—
<b>Total</b>	<b>273.1</b>	<b>100</b>	<b>284.6</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***

In July 2020, Canadian Utilities was awarded funding from Emission Reduction Alberta's Natural Gas Challenge to advance a first-of-its-kind hydrogen blending project in Fort Saskatchewan, Alberta. Once complete, the project will be Canada's largest hydrogen blending project, injecting an initial five per cent hydrogen by volume into a section of Fort Saskatchewan's residential natural gas distribution network.

Canadian Utilities' 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.

### **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, and 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 9,000 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 180 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.

### ***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.

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

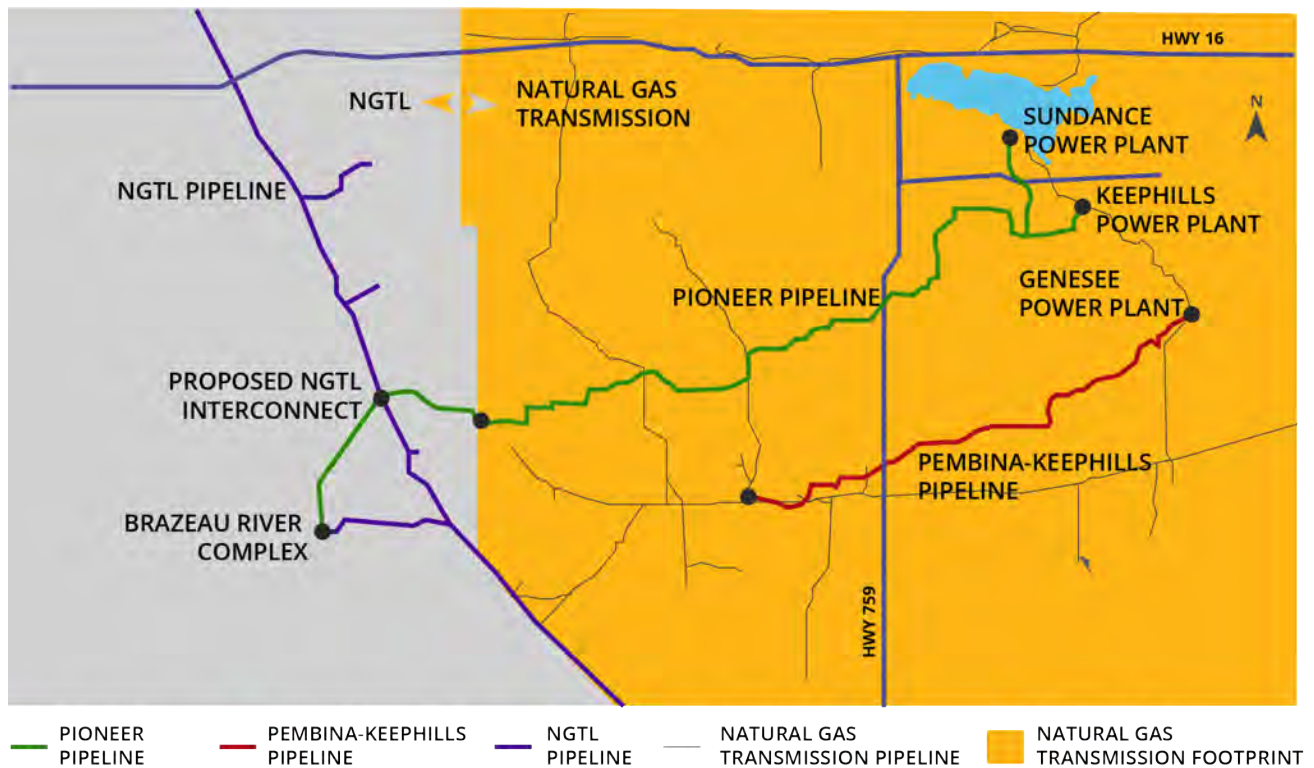
On September 30, 2020, Natural Gas Transmission entered into an agreement to acquire the Pioneer Pipeline from Tidewater Midstream & Infrastructure Ltd. (Tidewater) and its partner TransAlta Corporation (TransAlta) for a purchase price of \$255 million. The 131-km natural gas pipeline runs from the Drayton Valley area to the Wabamun area west of Edmonton, Alberta.

This agreement replaces the previously announced Tidewater and TransAlta purchase and sale agreement to sell the Pioneer Pipeline to NOVA Gas Transmission Ltd. (NGTL) and is under substantially similar terms.

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 \$63 million. Natural Gas Transmission will retain ownership and continue to operate the portion of the Pioneer Pipeline located in the Natural Gas Transmission footprint. Upon completion of this transfer, and some additional investment to connect the pipeline to the existing system, the Pioneer Pipeline acquisition will add a net \$200 million to the Natural Gas Transmission asset base.

The transaction is subject to customary conditions in a transaction of this nature including regulatory approvals by the AUC and the Alberta Energy Regulator, which are expected by the second quarter of 2021.

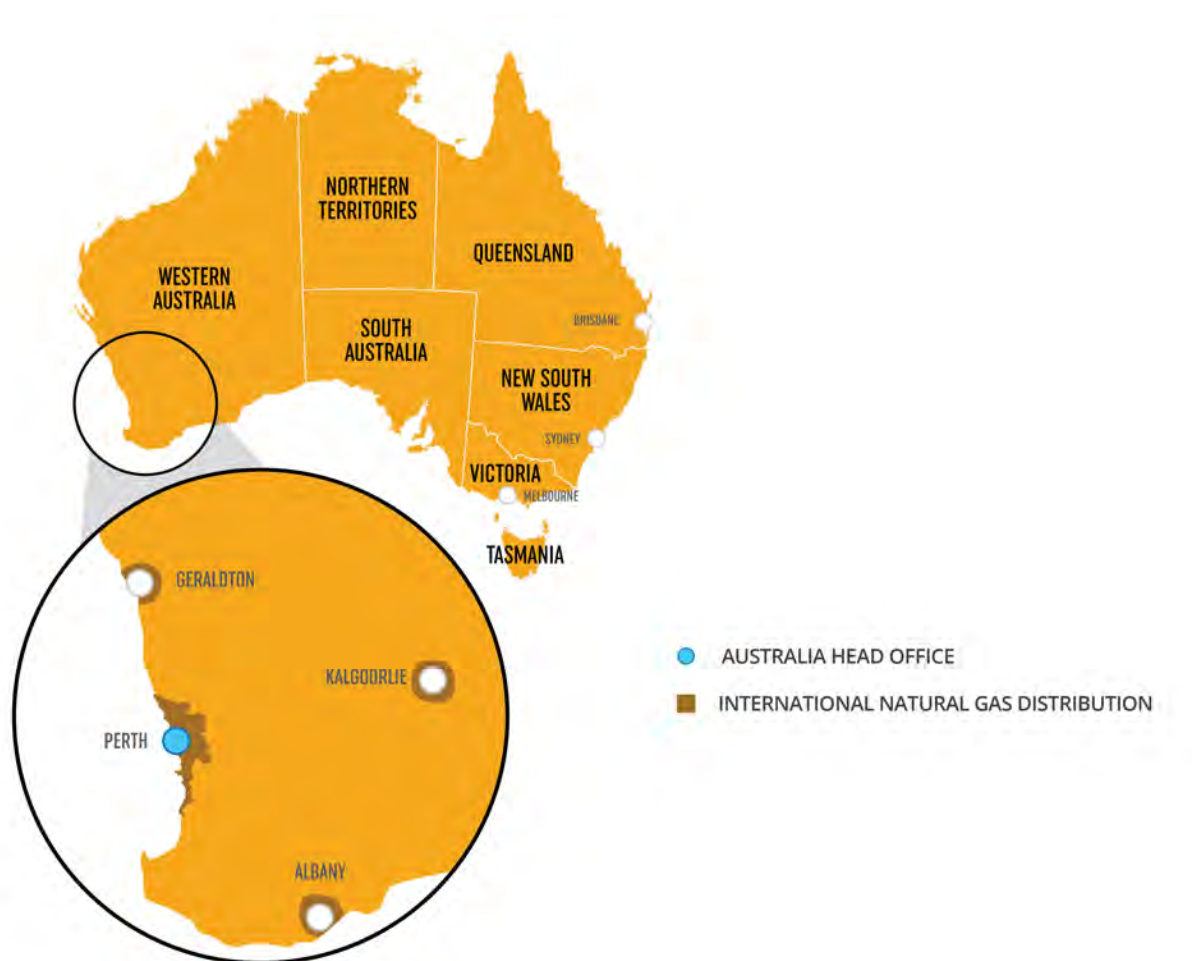
Following the close of the transaction, the Pioneer Pipeline will be integrated into NGTL's and Canadian Utilities' Alberta integrated regulated natural gas transmission systems to provide reliable natural gas supply to TransAlta's power generating units at Sundance and Keephills, facilitating the conversion of these coal plants to cleaner-burning natural gas.





## INTERNATIONAL NATURAL GAS DISTRIBUTION

International Natural Gas Distribution's operations are shown in the following map.



International Natural Gas Distribution provides natural gas distribution services in Western Australia and serves approximately 776,000 customers in 18 communities, including metropolitan Perth and surrounding regions such as Geraldton, Bunbury, Busselton, Kalgoorlie, Harvey, Pinjarra, Brunswick Junction and Capel. International Natural Gas Distribution owns and operates approximately 14,000 km of natural gas pipelines and associated infrastructure and also distributes liquefied petroleum gas (LPG) to the community of Albany.

The number of customers served by International Natural Gas distribution at the end of 2020 and 2019 is shown below.

	2020		2019	
	Number	%	Number	%
Residential	761,603	98	756,342	98
Commercial	14,146	2	14,063	2
Industrial	177	—	182	—
Total	775,926	100	770,587	100

The quantity of gas delivered by International Natural Gas distribution in 2020 and 2019 is shown below.

	2020		2019	
	PJ	%	PJ	%
Residential	10.2	38	10.0	38
Commercial	3.2	12	3.4	13
Industrial	13.5	50	12.8	49
Total	26.9	100	26.2	100

### ***Hydrogen Blending***

In Australia, Canadian Utilities continues to build on its work at the Clean Energy Innovation Hub, a test bed for hybrid energy solutions integrating natural gas, solar photovoltaic, battery storage and hydrogen production. In 2020, Canadian Utilities was able to successfully test a 10 per cent hydrogen blend injected into the natural gas supply at its major depot at Jandakot in Perth, Western Australia.

### **REGULATORY DEVELOPMENTS**

Regulatory developments are described in the "Utilities Regulatory Developments" section in Canadian Utilities Limited'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).

## ENERGY INFRASTRUCTURE

### OVERVIEW

The Energy Infrastructure non-regulated businesses include: hydro, solar and natural gas electricity generation in western Canada, Australia, Mexico, and Chile, as well as non-regulated electricity transmission, natural gas storage and transmission, Natural Gas Liquids (NGL) storage, and industrial water services in Alberta.

### BUSINESS STRATEGY

Renewable energy, particularly hydro and solar electricity generation, is the key growth platform of our energy infrastructure business. Cleaner fuels, such as hydrogen, represent another key platform for development that provides both defensive and offensive opportunities. Additionally, we continue to optimize and drive growth in our natural gas and liquids storage business.

Greenfield projects will be our preferred driver of value creation as it allows more opportunity to create value by taking managed risk and leveraging our extensive experience in developing energy infrastructure projects. We will continue to evaluate smaller scale acquisition opportunities to accelerate growth.

### MARKET OPPORTUNITIES

In developed markets, the political and societal push to address climate change with decarbonization goals and the energy transition are driving the demand for cleaner energy, mainly supplied through renewables. Energy markets will be focused on providing firm, reliable and affordable energy supply as the share of renewables grows; this is likely to drive further investment into storage and grid balancing solutions to improve system reliability.

### MARKET CHALLENGES

There is significant competition as financial, strategic and traditional fuel-based energy producers become increasingly interested in the renewables space. Macroeconomic conditions such as government policy, slowing global economic activity, and political uncertainty pose challenges for investment.



*Natural gas storage facility, Carbon, Alberta*



*Hydroelectric power station, Veracruz, Mexico*

## ELECTRICITY GENERATION

Electricity Generation owns 248-MW of non-regulated electricity generation assets in Canada, Mexico, Australia and Chile.



### Canada

The Oldman River Hydro Plant is a 32-MW run-of-river project in southern Alberta, commissioned in 2003. The facility is jointly owned by Canadian Utilities and the Piikani Nation. Power generated at the plant meets the needs of up to 25,000 households.

Name & Location	Type	Date In Service	MW <sup>(1)</sup>	Ownership (%)	Capacity Share (MW)	Contracted Capacity (MW)	Partner(s) <sup>(2)</sup>	Customer(s)	Contract Expiry Date
<b>CANADA</b>									
<b>Oldman River</b> Pincher Creek, AB	Hydroelectric	2003	32	75	24	—	Piikani Nation	Merchant	—

(1) Name plate capacity

(2) Piikani Nation means Piikani Resource Development Inc.

### Mexico

Canadian Utilities and its Mexican partner, Grupo Ranman, own 11-MW of distributed generation located in the World Trade Centre industrial park in San Luis Potosí, Mexico.

Canadian Utilities owns Electricidad del Golfo, a long-term contracted, 35-MW hydroelectric power station based in the state of Veracruz, Mexico.

Name & Location	Type	Date In Service	MW <sup>(1)</sup>	Ownership (%)	Capacity Share (MW)	Contracted Capacity (MW)	Partner(s) <sup>(2)</sup>	Customer(s)	Contract Expiry Date
<b>MEXICO</b>									
<b>Distributed Generation</b> San Luis Potosí	Gas-Fired	2016	11	79	9	9	Grupo Ranman	Various	2026
<b>Electricidad del Golfo</b> Veracruz	Hydroelectric	2014	35	100	35	35	—	Various	2028
<b>Total - Mexico</b>			<b>46</b>		<b>44</b>	<b>44</b>			

(1) Name plate capacity

(2) Grupo Ranman means RANMAN Energy Inc.

## Australia

Canadian Utilities maintains ownership in and currently operates two generation plants: Karratha in the Pilbara region of Western Australia, and Osborne in Adelaide, South Australia. These facilities collectively generate 266-MW of power and provide energy for thousands of public sector, domestic, industrial and commercial clients. They have secured off-take arrangements with credit worthy counterparties for 100 per cent of the capacity.

### Karratha Power Station

Commissioned in 2010, the 86-MW Karratha Power Station is one of the most efficient and environmentally friendly electricity generation facilities in the North West Interconnected System in the Pilbara region of Western Australia. The facility generates electricity to supply residential and business consumers under a long-term (20-year) tolling power off-take contract with Horizon Power. The facility consists of two open-cycle, dry low-emissions natural gas turbines and meets all performance guarantee requirements, including output, heat rate, noise and nitrous oxide emissions.

### Osborne

Osborne is a 50/50 joint venture between ATCO Power Australia and Origin Energy that commenced commercial operation on December 7, 1998. The 180-MW Osborne facility, operated by ATCO Power Australia, is located near Adelaide, South Australia, and is designed to accommodate operation in both cogeneration and combined cycle modes. Prior to July 2015, Osborne sold its electrical output under a long-term (20-year) PPA to Origin Energy. In July 2015, the PPA was amended to a tolling agreement whereby Origin Energy Electricity Limited (as the electricity off-taker) supplies the natural gas at its own cost and in turn, utilizes the facility for its required electricity output.

In 2018, Canadian Utilities negotiated a five-year extension to the PPA with Origin Energy Electricity Limited for Osborne to December 31, 2023.

Name & Location	Type	Date In Service	MW <sup>(1)</sup>	Ownership (%)	Capacity Share (MW)	Contracted Capacity (MW)	Partner(s) <sup>(2)</sup>	Customer(s) <sup>(2)</sup>	Contract Expiry Date
<b>AUSTRALIA</b>									
<b>Osborne</b> South Australia	Gas-Fired Combined-Cycle	1998	180	50	90	90	Origin Energy	Origin Electricity	2023
<b>Karratha</b> Western Australia	Gas-Fired Open-Cycle	2010	86	100	86	86	—	Horizon Power	2030
<b>Total - Australia</b>			<b>266</b>		<b>176</b>	<b>176</b>			

(1) Name plate capacity

(2) Full names of customers and partners:

- Origin Electricity means Origin Energy Electricity Limited
- Origin Energy means Origin Energy Limited



## Australia Solar

Canadian Utilities acquired Source Energy Co. (Source) in July 2018, a behind the meter retail company in Western Australia with expertise in managing energy needs for high-density apartment buildings, using a mix of rooftop solar panels and energy from the grid, matched with smart metering technology. Source provides customers with advice on how to save energy and money with sustainable energy solutions. In 2020, Source generated approximately 1-MW of solar energy capacity.

## Chile

### Solar Generation Facility

In the fourth quarter of 2019, Canadian Utilities entered into a partnership with Impulso Capital, a Chilean developer, to build and operate the El Resplandor solar project. This project, located in Cabrero, Chile, will provide solar energy to the Chilean electricity grid. Construction on the first 3-MW of solar generation capacity was completed at the end of the second quarter of 2020 with the next 6-MW expected to be complete in 2021. The total investment for the 9-MW project is approximately \$13 million.



*El Resplandor Solar Project, Cabrero, Chile*

Name & Location	Type	Date In Service	MW <sup>(1)</sup>	Ownership (%)	Capacity Share (MW)	Contracted Capacity (MW)	Partner(s) <sup>(2)</sup>	Customer(s)	Contract Expiry Date
<b>CHILE</b>									
El Resplandor Cabrero	Solar PV	2020	3	95	2.85	—	Impulso Capital	Merchant	—

*(1) Name plate capacity*

### ELECTRIC VEHICLE INPUT CHARGING STATIONS

In 2020, Canadian Utilities continued to expand its number of electric vehicle (EV) fast charging stations providing end-users an opportunity to replace liquid fuel with a low-carbon emitting energy. To date, Canadian Utilities has installed a total of 25 public fast EV charging stations, including 20 installed through the Peak to Prairies initiative in Southern Alberta.

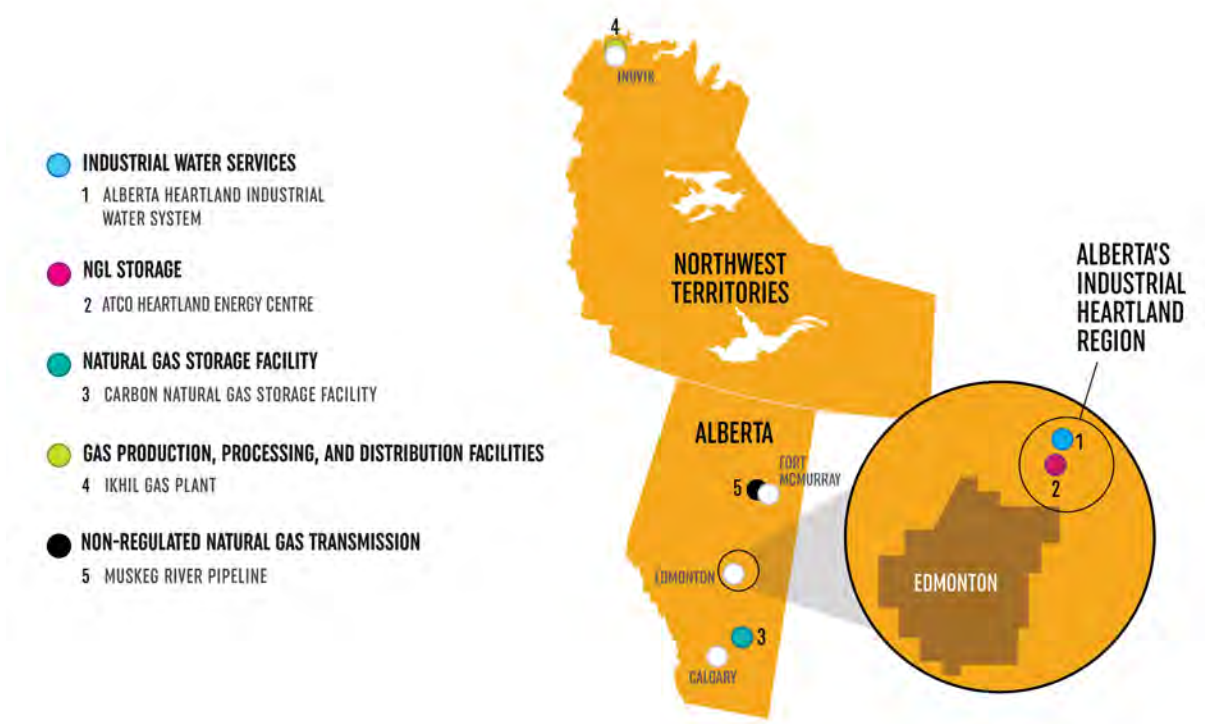
### NON REGULATED ELECTRICITY TRANSMISSION

Canadian Utilities operates 33-km of transmission lines across four non-regulated electricity transmission assets in Alberta, including Scotford transmission line and substation, Muskeg River transmission line and substation, Grand Rapids substation, and Air Products transmission line.

### STORAGE & INDUSTRIAL WATER

Storage & Industrial Water builds, owns and operates non-regulated industrial water, natural gas storage, NGL storage, and natural gas related infrastructure to serve the midstream and petrochemical sector of western

Canada's energy industry. It operates and owns a one-third interest in a regulated natural gas distribution system in the Northwest Territories.



### Natural Gas Liquids Storage

The ATCO Heartland Energy Centre near Fort Saskatchewan, Alberta includes assets held in a partnership between ATCO Energy Solutions Ltd. (60 per cent ownership share) and Petrogas Energy Corp. (40 per cent ownership share) (the Partnership), focused on supporting customers through natural gas liquids storage and related infrastructure. The facility consists of four storage caverns under long-term contract, which have a combined storage capacity of 400,000 cubic metres. The first two caverns have been in service since the fourth quarter of 2016, and two additional caverns came into service in the second quarter of 2018.

In the fourth quarter of 2019, Canadian Utilities announced that the Partnership had secured a long-term contract for the construction and operation of a fifth salt cavern at the ATCO Heartland Energy Centre. This cavern will store hydrocarbon products for customers in the Alberta Industrial Heartland. Canadian Utilities also secured a long-term transportation contract for the construction and operation of a regional pipeline to connect the new cavern to existing facilities in the area, further strengthening the ATCO Heartland Energy Centre as a key storage hub in the largest hydrocarbon processing region in Canada. Construction began in the fourth quarter of 2019, with construction on track to be completed by the end of 2021.



ATCO Heartland NGL storage facility, Fort Saskatchewan, Alberta

### **Natural Gas Storage**

Storage & Industrial Water owns and operates a natural gas storage facility at Carbon, Alberta. The facility is a natural gas reservoir with a seasonal storage capacity of 52 petajoules. The facility is connected to multiple transmission pipeline systems and has been in service more than 45 years.

Storage & Industrial Water provides flexible natural gas storage tailored to customers' specific needs. Services range from daily to multi-year terms and are offered to financial institutions, marketing companies, pipeline operators, retail energy providers and producers.

### **Gas Production, Processing and Distribution Facilities**

Storage & Industrial Water has a non-operating 33.3 per cent ownership interest in one natural gas production, gathering and processing facility, the Ikhil gas plant.

### **Natural Gas Liquids Extraction**

Storage & Industrial Water has an interest in one natural gas liquids extraction facility as at December 31, 2020. The Empress Gas Liquids Straddle Plant is currently undergoing reclamation and remediation.

### **Non-regulated Natural Gas Transmission**

Storage & Industrial Water owns the 116-km Muskeg River non-regulated natural gas pipeline that provides natural gas transportation service under a long-term commercial agreement to meet the needs of the Muskeg River Mine facilities and other facilities in the Fort McMurray area. Service on the pipeline commenced in June 2002 under a long-term commercial agreement with Canadian Natural Upgrading Limited and other shipper participants.

### **Industrial Water**

Storage & Industrial Water's multi-user water system is connected to the North Saskatchewan River through our industrial water system. We provide integrated water services including pipeline transportation, storage, water treatment, recycling and disposal to a number of our industrial customers. This industrial water system also supplies water for the development of salt caverns for our NGL storage facilities in the region. The water infrastructure capacity is 85,200 m<sup>3</sup>/day.

In 2017, Storage & Industrial Water entered into a long-term commercial agreement with Inter Pipeline Ltd. to provide water services to Inter Pipeline's integrated propane dehydrogenation and polypropylene plant to be known as the Heartland Petrochemical Complex. Construction of the pipeline began in 2019 and was completed in the second quarter of 2020. Service for this contract is expected to commence in the second quarter of 2021 in line with Inter Pipeline's facility needs.



## **CORPORATE & OTHER**

Canadian Utilities' Corporate & Other segment includes Retail Energy through ATCOenergy which provides retail electricity and natural gas services in Alberta. Corporate & Other also includes the global corporate head office in Calgary, Canada, the Australia corporate head office in Perth, Australia and the Mexico corporate head office in Mexico City, Mexico. In addition, Canadian Utilities Corporate & Other includes CU Inc. and Canadian Utilities preferred share dividend and debt expenses.

### **RETAIL ENERGY**

ATCOenergy sells electricity and natural gas to residential customers through a variety of flexible plans.

### **BLUE FLAME KITCHEN (BFK)**

The BFK has been serving Albertans for more than eight decades. BFK had its start with simple natural gas appliance demonstrations and small cooking classes for homemakers and has since evolved into a comprehensive global resource for adults and kids alike. Today the BFK provides recipes and "how-to" guides, school programs, cooking classes and events hosted at our home-style kitchen in Edmonton and our state-of-the-art learning centres in Calgary and Jandakot, Western Australia. BFK began offering school programs and cooking classes online in 2020 due to the COVID-19 pandemic. Given the popularity of these programs, BFK will provide online programming on a permanent basis and plans to expand this offering globally in the future.

# 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

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

Revenues <sup>(1)</sup>	2020		2019		2018	
	(\$ millions)	%	(\$ millions)	%	(\$ millions)	%
Utilities	2,932	91	2,956	76	2,690	61
Energy Infrastructure	195	6	856	22	1,637	38
Corporate & Other	207	6	208	5	162	4
Intersegment Eliminations	(101)	(3)	(115)	(3)	(112)	(3)
Total	3,233	100	3,905	100	4,377	100

(1) Data has been extracted from Note 3 ("Segmented Information") of the 2020 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 World Health Organization has since declared the state of a global pandemic. 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.

In 2020, the Company's operations, financial position and performance have not been significantly impacted. 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.

## UTILITIES

Revenues and earnings in the Utilities business are driven by capital investment. 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 \$3 billion in capital over the last three years.

### Capital Investment

Total capital investments for Utilities in the last three years is provided in the table below.

(\$ millions)	Total	Year Ended December 31		
		2020	2019	2018
Electricity Distribution	672	221	224	227
Electricity Transmission	550	145	165	240
Natural Gas Distribution	811	237	284	290
Natural Gas Transmission	735	203	293	239
International Gas Distribution	232	70	69	93
Total	3,000	876	1,035	1,089

### Electricity Distribution and Transmission

Capital investment in utility infrastructure in Alberta over the past three years has included the replacement of aging infrastructure, grid modernization, new customer connections and the Jasper Interconnection Project.

### ***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 and was delivered on time and on budget with total capital spent of \$118 million.

### **Natural Gas Distribution and Transmission**

Capital investment 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 expected to be complete in 2021 and the total cost of the UPR program is estimated to be approximately \$910 million. Natural Gas Distribution and Natural Gas Transmission have invested \$820 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 2,098-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 341-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*

## **International Gas Distribution**

Over the last 3 years, International Gas Distribution has continued the end of life mains replacement program and growth capital expenditure for the distribution network within the scope of works set out in the approved Access Arrangements.

## **Major Utility Transactions**

### ***International Electricity Operations***

On June 22, 2020, LUMA Energy, a newly-formed company owned 50 per cent by Canadian Utilities and 50 per cent by Quanta Services, Inc., was selected by the P3A to transform, modernize and operate Puerto Rico's 30,000-km electricity transmission and distribution system over a term of 15 years after a one-year transition period. The transition period commenced in the second quarter of 2020.

### ***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 \$255 million. The 131-km natural gas pipeline runs from the Drayton Valley area to the Wabamun area west of Edmonton, Alberta.

## **ENERGY INFRASTRUCTURE**

Revenue in the Energy Infrastructure business has decreased significantly over the past three years mainly due to the sale of the Canadian fossil fuel-based electricity generation business and Alberta PowerLine in 2019.

### **Alberta PowerLine**

In August 2017, construction commenced on the approximate 500-km Fort McMurray West 500-kV Project (APL). The target energization date was June 2019. Due to the project being ahead of schedule, the expected energization date was advanced to March 2019, resulting in the recognition of an early energization incentive. On March 28, 2019, the project was energized three months ahead of schedule and on budget.

A strategic review for Canadian Utilities' 80 per cent ownership in APL commenced in the first quarter of 2019. This process was consistent with the Company's practice of continually evaluating and optimizing its portfolio of businesses.

On June 24, 2019, Canadian Utilities and Quanta Services Inc. entered into definitive agreements for the sale of 100 per cent of their interest in APL and the assumption of approximately \$1.4 billion of APL debt. As part of this review, Canadian Utilities provided an opportunity for Indigenous communities to obtain an equity interest in APL.

With the completion of the sale in December 2019, seven Indigenous communities in Alberta have a combined 40 per cent equity ownership in this essential Canadian energy infrastructure project: 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.

The remaining 60 per cent of APL was acquired by a consortium including 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.

Canadian Utilities received aggregate proceeds of \$222 million for its interest. Canadian Utilities will remain as the operator of APL over its 35-year contract.

## **Electricity Generation**

### ***Battle River Unit 5 PPA Termination***

On March 21, 2018, the Alberta Balancing Pool provided notice of its intent to terminate the PPA for Battle River unit 5. On September 30, 2018, the Battle River unit 5 PPA was terminated by the Balancing Pool and dispatch control was returned to Canadian Utilities. Associated with this change, Canadian Utilities recorded \$42 million in earnings for the completion of performance obligations and availability incentives recognized in earnings in the third quarter

of 2018. These earnings would have been recognized in the normal course of business over the life of the PPA and were included in adjusted earnings.

### ***Sale of Canadian Fossil Fuel-Based Electricity Generation Business***

In September 2018, Canadian Utilities announced that it was exploring strategic alternatives for its Canadian electricity generation business.

In May 2019, Canadian Utilities entered into definitive agreements to sell its Canadian fossil fuel-based electricity generation business.

In the last half of 2019, Canadian Utilities finalized the sale of its 2,276-MW Canadian fossil fuel-based electricity generation business in a series of transactions. In September, Canadian Utilities sold 10 partly- or fully-owned natural gas-fired and coal-fired electricity generation assets in Alberta and BC to Heartland Generation Ltd., an affiliate of Energy Capital Partners. In August, Canadian Utilities sold its 50 per cent ownership interest in the 580-MW Brighton Beach joint venture, located in Windsor, Ontario, to Ontario Power Generation Inc. In July, Canadian Utilities completed the sale of its 50 per cent ownership interest in the 260-MW Cory Cogeneration Station to SaskPower International. Canadian Utilities received \$821 million of aggregate proceeds on the sale.

### ***Sale of Barking Power Assets in the U.K.***

In the fourth quarter of 2018, Canadian Utilities sold its 100 per cent ownership interest in the Barking Power assets. The total proceeds received on sale of the Barking Power assets were \$219 million. This transaction is consistent with Canadian Utilities' strategy of selling mature assets and recycling the proceeds into growing areas of the Company.

### ***Sale of ASHCOR Technologies***

On December 31, 2019, Canadian Utilities sold its 100 per cent investment in ASHCOR Technologies Ltd., an Alberta-based company engaged in marketing ash, a waste byproduct of electricity generation, to ATCO for aggregate consideration of \$35 million. ASHCOR was previously reported in the Energy Infrastructure segment in the Thermal PPA business line.

## **International Electricity Generation**

### ***Mexico Hydro Facility***

In February 2018, Canadian Utilities completed the acquisition of Electricidad del Golfo, which owns a long-term contracted, 35-MW hydroelectric power station based in the state of Veracruz, Mexico. The transaction was recorded for an aggregate purchase price of \$112 million.

### ***La Laguna - Mexico Cogeneration Facility***

In March 2018, Canadian Utilities entered into a commercial agreement with Chemours to build a 26-MW cogeneration facility, known as La Laguna Cogeneration, on the site of the Chemours Company Mexicana S. de R.L. de C.V.'s chemical facility near Gómez Palacio, Mexico.

Developed in partnership with RANMAN Energy, the La Laguna Cogeneration facility was expected to provide low-carbon and cost-effective heat and electricity under a long-term agreement. The total investment associated with the project was expected to be \$70 million. In February 2021, due to ongoing construction permitting delays, Canadian Utilities and Chemours mutually agreed to terminate the La Laguna Cogeneration facility contract. The contract provides for the recovery of Canadian Utilities' incurred costs on the project.

### **International Natural Gas Transmission - Mexico Tula Pipeline**

In 2014, Canadian Utilities was awarded a 25-year Transportation Services Agreement with the Comisión Federal De Electricidad (CFE) to design, build, own and operate a 16-km natural gas pipeline near the town of Tula in the state of Hidalgo, Mexico. Canadian Utilities is involved in a number of disputes arising from landowner and communal landholder claims against the project. We continue to work with the Government of Mexico and other parties to achieve a resolution of these disputes.

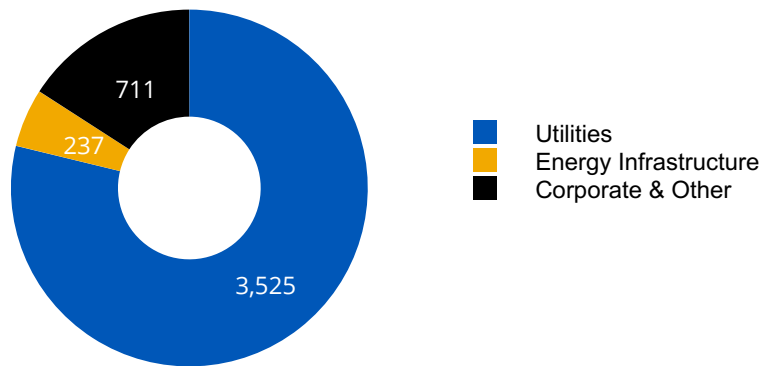
## **CORPORATE & OTHER**

In the fourth quarter of 2020, Canadian Utilities signed a Master Services Agreement (MSA) with IBM Canada Ltd. (IBM) to provide managed information technology services. These services are currently provided by Wipro Ltd. (Wipro) under a ten-year MSA maturing in December 2024. The transition of the managed IT services from Wipro to IBM will be completed over a six-month period, which commenced February 1, 2021.

# EMPLOYEE INFORMATION

At December 31, 2020, the Company had 4,473 employees. The accompanying chart represents the employee numbers in each segment. The chart does not include 23 employees in joint ventures.

Number of Employees



## SUSTAINABILITY, CLIMATE CHANGE AND ENERGY TRANSITION

Sustainability, Climate Change and the Energy Transition is described in the "Sustainability, Climate Change and the Energy Transition" section in Canadian Utilities Limited'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). Our 2020 Sustainability Report will be published in May 2021.

## BUSINESS RISKS

Business risks are described in the "Business Unit Performance" and "Business Risks and Risk Management" sections in Canadian Utilities Limited'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>2020</b>	<b>2019</b>	<b>2018</b>
Series Second Preferred Shares				
Series V	Oct 3, 1997	1.1500	1.1500	1.1500
Series Y	Sep 21, 2011	0.8508	0.8508	0.8508
Series AA	Jun 18, 2012	1.2250	1.2250	1.2250
Series BB	Jul 5, 2012	1.2250	1.2250	1.2250
Series CC	Mar 19, 2013	1.1250	1.1250	1.1250
Series DD	May 15, 2013	1.1250	1.1250	1.1250
Series EE	Aug 7, 2015	1.3125	1.3125	1.3125
Series FF	Sep 24, 2015	1.1250	1.1250	1.1250
Class A and Class B Shares		1.7416	1.6908	1.5732

The Company's practice is to pay dividends quarterly on its Class A and Class B shares. The Company has increased its common share dividends each year since 1972. On January 14, 2021, the Board of Directors declared a first quarter dividend of 43.98 cents per share. The payment of any dividend is at the discretion of the Board of Directors and depends on our financial condition and other factors.

## DIVIDEND REINVESTMENT PLAN

The Canadian Utilities Dividend Reinvestment Plan (DRIP) allowed eligible Class A non-voting share owners and Class B common share owners of Canadian Utilities to reinvest all or a portion of their dividends in additional Class A shares.

Effective January 10, 2019, the Company suspended its dividend reinvestment program. No Class A non-voting shares were issued under the DRIP during the years ended December 31, 2019 and December 31, 2020.

In the year ended December 31, 2018, Canadian Utilities issued 2,000,420 Class A shares under its DRIP in lieu of cash dividend payments of \$63 million.



# CAPITAL STRUCTURE

## SHARE CAPITAL

The share capital of the Company at February 23, 2021 is as shown below.

Share Description	Authorized	Outstanding
Series Preferred Shares	150,000	–
Series Second Preferred Shares	Unlimited	60,400,000
Class A shares	Unlimited	199,613,026
Class B shares	Unlimited	73,247,699

### SERIES PREFERRED SHARES

The Series Preferred Shares are entitled, in priority to the Series Second Preferred Shares and the Class A shares and Class B shares, to fixed cumulative preferential cash dividends and, in the event of the liquidation, dissolution or winding-up of the Company, or other distribution of assets of the Company among its share owners for the purpose of winding up its affairs, to the amount paid up thereon and accrued and unpaid dividends and, if such action is voluntary, the premiums payable on redemption, if any.

The Series Preferred Shares are subject to redemption on 30 days' notice and are non-voting except upon the failure of the Company to pay dividends on any such shares for a period of 18 months, in which case the owners of all such shares are entitled to one vote per share at meetings of share owners.

The provisions attaching to the Series Preferred Shares stipulate that no shares ranking junior to the Series Preferred Shares may be retired unless all dividends then payable on the Series Preferred Shares shall have been declared and paid.

There are currently no Series Preferred Shares outstanding.

### SERIES SECOND PREFERRED SHARES

An unlimited number of Series Second 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 Second Preferred Shares as a class have, among others, provisions to the following effect:

- i. The Series Second Preferred Shares rank junior to the Series Preferred Shares but 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 Second Preferred Shares. The Series Second 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.
- ii. The Series Second Preferred Shares of each series rank equally with the Series Second Preferred Shares of every other series 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.
- iii. The owners of the Series Second 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 Second 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 Second Preferred Share held.

The following Series Second Preferred Shares are currently outstanding:

	Stated Value	Shares	Amount (\$ millions)
Perpetual Cumulative Second Preferred Shares			
4.60% Series V	\$25.00	4,400,000	110
Cumulative Redeemable Second Preferred Shares			
3.40% Series Y	\$25.00	13,000,000	325
4.90% Series AA	\$25.00	6,000,000	150
4.90% Series BB	\$25.00	6,000,000	150
4.50% Series CC	\$25.00	7,000,000	175
4.50% Series DD	\$25.00	9,000,000	225
5.25% Series EE	\$25.00	5,000,000	125
4.50% Series FF	\$25.00	10,000,000	250
			1,510

### **Series V Preferred Shares**

The annual dividend rate for the Series V preferred shares is fixed until October 3, 2022, at which time a new dividend rate may be established by negotiations between the Company and the owners of the shares. The Series V preferred shares are redeemable at the option of the Company.

### **Series Y Preferred Shares**

The Series Y Preferred Shares became redeemable by the Company on June 1, 2017, and are redeemable on June 1 of every fifth year thereafter, in whole or in part at the stated value plus all accrued and unpaid dividends. If not redeemed, holders may elect to convert any or all of their Series Y Preferred Shares into an equal number of Cumulative Redeemable Second Preferred Shares Series Z on June 1, 2022, and on June 1 of every fifth year thereafter. Holders of the Series Z 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 2.40 per cent. On June 1, 2027, and on June 1 of every fifth year thereafter (Series Z Conversion Date), holders of the Series Z Preferred Shares may elect to convert any or all of their Series Z Preferred Shares back into an equal number of Series Y Preferred Shares. The Company may redeem the Series Z Preferred Shares in whole or in part at \$25.00 on a Series Z Conversion Date or at \$25.50 on any other date.

### **Series AA and Series BB Preferred Shares**

The Series AA and Series BB Preferred Shares are redeemable in whole or in part at the option of the Company starting September 1, 2017 at the stated value plus a 4 per cent premium per share for the next twelve months plus accrued and unpaid dividends. The redemption premium declines by 1 per cent in each succeeding twelve month period until September 1, 2021.

### **Series CC Preferred Shares**

The Series CC Preferred Shares are redeemable in whole or in part at the option of the Company starting June 1, 2018 at the stated value plus a 4 per cent premium per share for the next twelve months plus accrued and unpaid dividends. The redemption premium declines by 1 per cent in each succeeding twelve month period until June 1, 2022.

### **Series DD Preferred Shares**

The Series DD Preferred Shares are redeemable in whole or in part at the option of the Company starting September 1, 2018 at the stated value plus a 4 per cent premium per share for the next twelve months plus accrued and unpaid dividends. The redemption premium declines by 1 per cent in each succeeding twelve month period until September 1, 2022.

### **Series EE Preferred Shares**

The Series EE Preferred Shares are redeemable in whole or in part at the option of the Company starting September 1, 2020 at the stated value plus a 4 per cent premium per share for the next twelve months plus accrued and unpaid dividends. The redemption premium declines by 1 per cent in each succeeding twelve month period until September 1, 2024.

### **Series FF Preferred Shares**

The Series FF Preferred Shares may be redeemed by the Company on December 1, 2025, and on December 1 of every fifth year thereafter, in whole or in part at the stated value plus all accrued and unpaid dividends. If not redeemed, holders may elect to convert any or all of their Series FF Preferred Shares into an equal number of Cumulative Redeemable Second Preferred Shares Series GG on December 1, 2025, and on December 1 of every fifth year thereafter. Holders of the Series GG Preferred Shares will be entitled to receive quarterly floating rate cumulative preferential cash dividends, as and when declared by the Board of Directors, equal to the then current 3-month Government of Canada Treasury Bill yield plus 3.69 per cent provided that, in any event, such rate shall not be less than 4.5 per cent. On December 1, 2030, and on December 1, of every fifth year thereafter, the Company may redeem the Series GG Preferred Shares in whole or in part at the stated value. On any other date, the Company may redeem the Series GG Preferred Shares in whole or in part by the payment of \$25.50 for each share to be redeemed.

### **CLASS A NON-VOTING SHARES AND CLASS B COMMON SHARES**

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

If a take-over bid is made for the Class B shares and if it would result in the offeror owning more than 50 per cent of the outstanding Class B shares (excluding any Class B shares acquired upon conversion of Class A shares), the Class A share owners are entitled, for the duration of the take-over bid, to exchange their Class A shares for Class B shares and to tender the newly exchanged Class B shares to the take-over bid. Such right of exchange and tender is conditional on completion of the applicable take-over bid.

In addition, Class A share owners are entitled to exchange their shares for Class B shares if ATCO Ltd., the Company's controlling share owner, ceases to own or control, directly or indirectly, more than 10,000,000 of the issued and outstanding Class B shares. In either case, each Class A share is exchangeable for one Class B share, subject to changes in the exchange ratio for certain events such as a stock split or rights offering.

Of the 12,800,000 Class A shares authorized for grant of options under our stock option plan, 4,552,000 Class A shares were available for issuance at December 31, 2020. Options may be granted to officers and key employees of the Company and its subsidiaries at an exercise price equal to the weighted average of the trading price of the shares on the Toronto Stock Exchange for the five trading days immediately preceding the grant date. The vesting provisions and exercise period (which cannot exceed 10 years) are determined at the time of grant.

### **NORMAL COURSE ISSUER BID**

We believe that, from time to time the market price of our Class A shares may not fully reflect the value of our business, and that purchasing Class A shares represents a desirable use of available funds. The purchase of Class A shares, at appropriate prices, will also minimize any dilution resulting from the exercise of stock options.

On July 22, 2020, we commenced a normal course issuer bid to purchase up to 3,996,004 outstanding Class A shares. This bid will expire on July 21, 2021. From July 22, 2020 to February 24, 2021, 420,000 shares were purchased for \$13 million.

## **ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTIONS ON TRANSFER**

To the Company's knowledge, none of the securities of the Company are held in escrow or are subject to a contractual restriction on transfer as at the date hereof.

# 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 Canadian Utilities Limited, CU Inc., and ATCO Gas Australia Pty Ltd.

	DBRS	S&P
<b>Canadian Utilities Limited</b>		
Issuer	A	A-
Senior unsecured debt	A	BBB+
Commercial paper	R-1 (low)	A-1 (low)
Preferred shares	PFD-2 (high)	P-2
<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
<b>ATCO Gas Australia Pty Ltd. <sup>(1)</sup></b>		
Issuer and senior unsecured debt	N/A	BBB+

*(1) ATCO Gas Australia Pty Ltd. is a regulated provider of natural gas distribution services in Western Australia, serving metropolitan Perth and surrounding regions.*

On July 20, 2020, Dominion Bond Rating Service affirmed its 'A (high)' long-term corporate credit rating and stable trend on Canadian Utilities subsidiary CU Inc.

On August 10, 2020, Dominion Bond Rating Service affirmed its 'A' long-term corporate credit rating and stable trend on Canadian Utilities.

On September 17, 2020, S&P Global Ratings affirmed its 'A-' long-term issuer credit rating on Canadian Utilities with the outlook revised from stable to negative.

On September 17, 2020, S&P Global Ratings affirmed Canadian Utilities subsidiary CU Inc.'s 'A-' long-term issuer credit rating and maintained a stable outlook, reflecting S&P's decision to insulate CU Inc.'s rating from Canadian Utilities' issuer credit rating.

## 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.

A "BBB" issuer rating by S&P is the fourth highest of ten categories. An obligation rated "BBB" 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. 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 Class A shares, Class B shares and Cumulative Redeemable Second Preferred Shares, Series Y, AA, BB, CC, DD, EE, and FF are listed on the Toronto Stock Exchange (TSX). The Perpetual Cumulative Second Preferred Shares Series V are not listed.

## TRADING PRICE AND VOLUME

The following tables set forth the high and low prices and volume of the Company's shares traded during 2020 on the TSX under the symbols CU for Class A shares, CU.X for Class B shares, CU.PR.C for Series Y shares, CU.PR.D for Series AA shares, CU.PR.E for Series BB shares, CU.PR.F for Series CC shares, CU.PR.G for Series DD shares, CU.PR.H for Series EE shares, CU.PR.I for Series FF shares.

### CLASS A NON-VOTING SHARES AND CLASS B COMMON SHARES

2020	Class A Shares			Class B Shares		
	High (\$)	Low (\$)	Volume	High (\$)	Low (\$)	Volume
January	40.92	38.42	6,989,252	40.75	38.70	39,831
February	42.82	38.95	9,756,202	42.75	39.10	38,335
March	42.97	25.25	22,617,607	42.90	25.63	100,680
April	36.75	30.85	16,583,957	41.94	31.41	8,290
May	34.45	29.37	14,912,116	34.11	30.40	14,450
June	34.01	30.32	10,530,881	35.00	30.15	23,057
July	34.98	32.60	10,299,187	36.00	32.92	19,373
August	34.83	32.19	9,339,028	34.60	32.10	8,750
September	33.72	31.27	7,919,669	36.00	30.50	21,328
October	34.48	31.00	10,123,697	34.22	29.72	14,769
November	33.00	30.39	13,433,251	33.25	30.50	32,399
December	32.81	30.59	9,455,354	33.25	29.76	17,578

### CUMULATIVE REDEEMABLE SECOND PREFERRED SHARES

2020	Series Y			Series AA			Series BB		
	High (\$)	Low (\$)	Volume	High (\$)	Low (\$)	Volume	High (\$)	Low (\$)	Volume
January	17.96	16.93	158,544	23.76	23.25	26,821	23.96	23.30	249,363
February	17.74	16.51	79,220	23.99	23.25	45,715	23.95	23.10	35,681
March	16.64	11.45	242,654	23.47	17.30	94,576	23.50	17.51	59,904
April	15.80	12.20	108,970	22.15	19.22	183,843	22.39	19.51	33,488
May	15.68	14.25	236,263	22.63	21.85	40,546	22.61	21.86	84,852
June	17.05	14.43	94,471	23.33	22.36	127,304	23.30	22.32	101,432
July	16.99	14.05	317,047	23.67	23.05	168,810	23.76	23.01	131,416
August	16.76	15.20	166,693	23.83	23.40	72,696	24.00	23.16	45,276
September	17.00	15.75	114,389	25.17	23.85	161,519	25.06	23.83	85,299
October	18.00	16.10	50,488	25.29	24.35	44,740	25.25	24.59	30,445
November	17.81	16.69	43,973	24.91	24.04	27,216	24.90	24.40	37,170
December	20.22	17.50	183,316	25.39	24.29	66,827	25.23	24.61	81,219

2020	Series CC			Series DD		
	High (\$)	Low (\$)	Volume	High (\$)	Low (\$)	Volume
January	22.06	21.67	299,807	21.92	21.49	796,825
February	22.45	21.46	67,369	22.50	21.26	134,683
March	21.87	16.06	63,003	21.75	16.03	113,905
April	20.97	18.54	27,729	21.33	17.83	59,143
May	21.38	20.55	28,928	21.33	20.24	123,677
June	21.83	21.13	59,960	21.90	20.97	177,198
July	22.10	21.55	104,846	22.14	21.40	219,338
August	22.69	21.82	62,386	22.44	21.68	83,159
September	23.50	22.58	72,750	23.65	22.21	92,653
October	24.44	23.33	72,177	24.30	23.25	133,210
November	24.20	23.51	34,328	23.97	23.02	53,409
December	24.67	23.57	55,816	24.47	23.10	55,489

2020	Series EE			Series FF		
	High (\$)	Low (\$)	Volume	High (\$)	Low (\$)	Volume
January	25.14	24.75	325,688	25.84	25.15	51,678
February	25.30	24.39	64,681	25.47	24.56	100,680
March	25.20	19.20	102,772	25.18	17.03	198,238
April	24.05	20.04	73,530	24.32	20.95	225,118
May	24.10	23.41	104,293	24.92	24.00	57,224
June	24.80	23.76	82,099	25.05	24.05	108,059
July	25.19	24.10	112,632	25.04	24.03	89,540
August	25.43	24.86	43,182	25.45	24.85	97,870
September	25.49	24.95	38,079	25.36	24.37	133,245
October	25.65	25.20	48,911	25.40	25.01	67,235
November	25.75	25.26	92,850	25.61	25.05	155,588
December	25.85	25.53	46,050	25.90	25.40	133,749



# DIRECTORS AND OFFICERS

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



### **MATTHIAS F. BICHSEL, PhD**

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Primary residence      Luzern, Switzerland

Director since          2014

Age                        66

Independent

Dr. Bichsel is an energy and technology consultant and corporate director. From 2009 until his retirement in 2014, he was a member of the Executive Management Board of Royal Dutch Shell plc and ran one of its four global businesses, where his responsibilities included upstream and downstream capital projects, technology and R&D, engineering, supply chain management and procurement as well as drilling. Dr. Bichsel was also accountable for the safety and environmental performance of Shell. He was further responsible for sustainable development including climate change, emissions, pollution, societal shifts and stakeholder interests.

Dr. Bichsel has a PhD in Geology from the University of Basel, Switzerland, and is an Honorary Professor at the Chinese University of Petroleum, Beijing, China.



### **LORAIN M. CHARLTON** <sup>(2)(3)</sup>

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Primary residence      Calgary, Alberta, Canada

Director since          2006

Age                        64

Independent

Loraine Charlton is currently Vice President and Chief Financial Officer of Lintus Resources Limited, a private oil and gas company with interests across Western Canada, and has over three decades of experience in the oil and gas industry. During her career, Ms. Charlton has held various positions involving responsibility for directing overall management, including financial reporting, banking, debt and treasury management, investor relations, risk management, human resources, operations and strategy.

Ms. Charlton graduated from the University of Calgary with a Bachelor of Commerce degree in Finance, and holds the Corporate Director Designation (ICD.D) from the Institute of Corporate Directors.



## **ROBERT J. NORMAND** <sup>(3)(4)</sup>

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Primary residence      Edmonton, Alberta, Canada

Director since            2008

Age                         74

Independent

Mr. Normand retired in October 2015 as Chair of the Workers Compensation Board of Alberta, the agency which administers workplace insurance for the workers and employers of the Province of Alberta. In 2008, he retired from the position of President and Chief Executive Officer of Alberta Treasury Branches (ATB). Prior to joining ATB as Executive Vice-President Sales in 1996, he was employed by the Bank of Montreal for 26 years and held line and credit executive positions in Quebec, Ontario and Alberta.

Through his experience in the financial services sector, he has developed extensive knowledge and expertise in the areas of finance, regulatory matters and risk management.

Mr. Normand is a Fellow of the Institute of Canadian Bankers and holds a B.A. (Econ.) from Sir George Williams University and an M.B.A. from Concordia University.



## **ALEXANDER J. POURBAIX**

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Primary residence      Calgary, Alberta, Canada

Director since            2019

Age                         55

Independent

As the President & Chief Executive Officer of Cenovus Energy Inc., Mr. Pourbaix is responsible for establishing the strategic direction for the company and delivering strong financial and operational performance. Mr. Pourbaix took on the company's leadership role in November of 2017 and is also a member of the Board of Directors of Cenovus Energy Inc.

Prior to Cenovus, Mr. Pourbaix spent 27 years with TC Energy and its affiliates in a broad range of leadership roles, including Chief Operating Officer, where he was responsible for the company's commercial activity and overseeing major energy infrastructure projects and operations. He also has experience in corporate strategy, business development, mergers, acquisitions and divestitures, as well as stakeholder relations. He is currently a director of the Business Council of Canada, Chair of the Board of Governors at the Canadian Association of Petroleum Producers (CAPP), Board Chair at Mount Royal University and is a member of the Business Council of Alberta.

Mr. Pourbaix earned both a L.L.B. and B.A. degree from the University of Alberta.



## HECTOR A. RANGEL <sup>(4)</sup>

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Primary residence Mexico City, Mexico

Director since 2014

Age 73

Independent

Mr. Rangel is the President of BCP Securities Mexico, a joint venture with BCP Securities LLC, a US investment bank specializing in emerging markets. Prior to this role, he was the Chief Executive Officer of Nacional Financiera S.N.C. and Banco Nacional de Comercio Exterior and a member of Mexico's cabinet under former President Felipe Calderon. Mr. Rangel has extensive corporate and investment banking expertise having held various executive positions with the Grupo Financiero Bancomer from 1991 until 2008, including a tenure as Chairman of the Board. Mr. Rangel has also been President of the Mexico Bankers Association and President of the Mexican Business Council.

Mr. Rangel is also presently a director of LUMA Energy, LLC, GNP Profuturo Afore and GNP Seguros, and has been director of a number of major public companies in Mexico.

Mr. Rangel has an Industrial Engineering degree from Purdue University and a Master's Degree in Business Administration from Stanford University.



## LAURA A. REED

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Primary residence Wynn Vale, Australia

Director since 2014

Age 59

Independent

Ms. Reed is the Chair of Epic Energy South Australia Pty Ltd., which owns the Moomba to Adelaide gas transmission pipeline in South Australia, as well as a director of ATCO Australia Pty Ltd. In 2018, Ms. Reed was appointed to the board of the Clean Energy Finance Corporation, the federal government corporation (Australia) which assists with the funding of clean energy projects.

From 2016 until 2019, Ms. Reed was Chair of ERIC Alpha Holdings Pty Ltd and its subsidiaries, which includes 40 per cent ownership of Ausgrid, an electricity distribution business in Australia. She was a director of Ausgrid from 2013 until 2019. She was the Chief Executive Officer/Managing Director of Spark Infrastructure from 2008 to 2012. Spark Infrastructure owned 49 per cent of three electricity distribution businesses in Australia. Before joining Spark Infrastructure, she spent nine years at Envestra Limited, a gas distribution company, in a number of senior financial roles including Chief Financial Officer.

Ms. Reed holds an M.B.A. from Deakin University and a Bachelor of Business (Accounting) and is a fellow of Certified Practicing Accountants Australia.



## NANCY C. SOUTHERN

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Primary residence	Calgary, Alberta, Canada
Director since	1990
Age	64
Not Independent	Ms. Southern is not independent because she has a material relationship with CU. She is CU's Executive Chair.

Nancy Southern is Executive Chair of Canadian Utilities Limited, as well as Chair & Chief Executive Officer of ATCO Ltd. She is accountable for Canadian Utilities' strategic direction, vision and governance.

After joining the Canadian Utilities Board of Directors in 1990, Ms. Southern served as Co-Chair prior to being appointed Chair in December 2012. Ms. Southern was President from 2003 until 2015, and Chief Executive Officer from 2003 until 2019. She serves on the boards of a majority of ATCO subsidiary companies. Ms. Southern also serves as Executive Vice President of Spruce Meadows Ltd. and is a founding director of AKITA Drilling Ltd., a director of Sentgraf Enterprises Ltd., an Honorary Director of the BMO Financial Group and serves on the Rideau Hall Foundation Board of Directors. In addition to her business leadership, Ms. Southern has long played a leading role in advocating on social issues of global importance - most notably, the rights of Indigenous peoples and the role of women in business.

Ms. Southern is a member of The U.S. Business Council, a member of the American Society of Corporate Executives, and a Canadian Member of the Trilateral Commission. She serves as Vice Chair of the Alberta Business Council and is a member of the Business Council of Canada, the University of Calgary School of Public Policy Advisory Council, and the South Australia Minerals and Petroleum Expert Group.

In 2020, Ms. Southern was awarded a British Empire Medal by Her Majesty Queen Elizabeth II for services to British Equestrian, Military and Commercial interests in Alberta, Canada.



## **LINDA A. SOUTHERN-HEATHCOTT** <sup>(4)</sup>

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Primary residence	Calgary, Alberta, Canada
Director since	2000
Age	57
Not Independent	Ms. Southern-Heathcott is not independent because she has a material relationship with CU. She is an immediate family member of the Executive Chair.

Ms. Southern-Heathcott is President & Chief Executive Officer of Spruce Meadows Ltd., an internationally recognized equestrian facility in Calgary, Alberta. As a former professional equestrian rider, Ms. Southern-Heathcott was a member of the Canadian Equestrian Team for nine years and competed in the 1996 Olympic Summer Games in Atlanta, Georgia. Ms. Southern-Heathcott brings significant management and business experience to the Board and was appointed Vice Chair of the Board of Directors of Canadian Utilities and CU Inc. in March 2017 and of ATCO in November 2016.

Ms. Southern-Heathcott is a founding director, and currently serves as Board Chair, of AKITA Drilling Ltd. Ms. Southern-Heathcott is also a Chair of Travel Alberta Board and serves on the Boards of ATCO Structures & Logistics Ltd., Sentgraf Enterprises Ltd., TELUS Calgary Community Board and is a member of the National Music Centre Benefit Committee.

In 2010, Ms. Southern-Heathcott received her ICD.D certification from the Director Education Program of the Institute of Corporate Directors. In 2018, Ms. Southern-Heathcott was named an Honorary Lieutenant Colonel of the King's Own Calgary Regiment.

In 2020, Ms. Southern-Heathcott was awarded a British Empire Medal by Her Majesty Queen Elizabeth II for services to British Equestrian, Military and Commercial interests in Alberta, Canada.



## **ROGER J. URWIN, PhD, C.B.E.** <sup>(2)(3)</sup>

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Primary residence	London, England
Director since	2020
Age	74
Independent	

Dr. Urwin is the Lead Director of Canadian Utilities, a Director of ATCO Ltd. and Chair of the Boards of Directors of ATCO Australia Pty Ltd. and LUMA Energy, LLC. He has worked in gas, electric and telecom utilities throughout his career. He retired at the end of 2006 as Group Chief Executive of National Grid plc. He played a key role in establishing National Grid's international strategy and its successful expansion into the U.S., creating one of the largest investor-owned utility companies in the world. Dr. Urwin was the Managing Director and Chief Executive of London Electricity from 1990 to 1995. He was non-executive Chairman of Utilico Investments Limited until October 2015 and has been a special advisor to Global Infrastructure Partners, an international infrastructure investment fund. He was Chair of Alfred McAlpine plc from 2006 to 2008.

Dr. Urwin is a Commander of the Order of the British Empire. Dr. Urwin has a Physics degree and a PhD from the University of Southampton, U.K.



## **CHARLES W. WILSON** <sup>(2)</sup>

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Primary residence      Boulder, Colorado, U.S.

Director since            2000

Age                            81

Independent

Mr. Wilson is Lead Director for the Board of Directors of ATCO Ltd. and is a director of ATCO Australia Pty Ltd. He was President and Chief Executive Officer of Shell Canada from 1993 to 1999, and Executive Vice President, U.S. Refining and Marketing and Chemical of Shell Oil Company from 1988 to 1993. Before 1988, he was Vice President, U.S. Exploration and Production of Shell Oil Company, and held various executive positions in the domestic and international natural resource operations of Shell.

As the former Head of the Environment Committee of the Canadian Association of Petroleum Producers, Mr. Wilson was actively involved in climate change matters and emerging regulatory policies related to the petroleum industry.

Mr. Wilson holds a B.Sc. in Civil Engineering and an M.Sc. in Engineering.



## **WAYNE G. WOUTERS, PC, OC**

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Primary residence      Vancouver, British Columbia, Canada

Director since            2019

Age                            69

Independent

Mr. Wouters is Strategic and Policy Advisor to the Canadian law firm McCarthy Tétrault LLP. Prior to joining the private sector, Mr. Wouters had a distinguished 37-year career in the federal public service, including five years serving as the Clerk of the Privy Council of Canada. As Clerk, he held the roles of Deputy Minister to the Prime Minister, Secretary to the Cabinet and Head of Public Service. During his career, he has held the positions of Secretary of the Treasury Board, Deputy Minister of Human Resources and Skills Development, and Deputy Minister of Fisheries and Oceans.

Mr. Wouters has industry expertise in the oil and gas and natural resources, transportation, technology, telecommunications, and security sectors. He was inducted by the Prime Minister as a Member of the Privy Council in 2014 and appointed an Officer of the Order of Canada in 2017.

Mr. Wouters graduated in Commerce (Honours) from the University of Saskatchewan and holds a MA in Economics from Queen's University. He holds several honorary degrees.

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(1) All directors hold office until the close of the annual meeting of share owners of the Company or until their successors are elected or appointed.

(2) Member of the Corporate Governance - Nomination, Compensation and Succession Committee

(3) Member of the Audit & Risk Committee

(4) Member of the Pension Fund Committee

## OFFICERS (IN ALPHABETICAL ORDER)

Name, Province and Country of Residence <sup>(1)</sup>	Position Held and Principal Occupation
M.G. Constantinescu Alberta, Canada	Senior Vice President & Chief Transformation Officer, ATCO Ltd. & Canadian Utilities Limited
P.D. Cook Alberta, Canada	Senior Vice President & Controller, Canadian Utilities Limited
D.A. DeChamplain Alberta, Canada	Executive Vice President & Chief Financial Officer, ATCO Ltd. & Canadian Utilities Limited
C. Gear Alberta, Canada	Corporate Secretary, ATCO Ltd. & Canadian Utilities Limited
C.R. Jackson Alberta, Canada	Vice President, Finance, Treasury & Risk, ATCO Ltd. & Canadian Utilities Limited
S.W. Kiefer Alberta, Canada	Member, Office of the Chair, ATCO Ltd. and President & Chief Executive Officer, Canadian Utilities Limited
R.J. Myles Alberta, Canada	Executive Vice President, Corporate Development, Canadian Utilities Limited
R.A. Penrice Ontario, Canada	Executive Vice President, Corporate Services, ATCO Ltd. & Canadian Utilities Limited
N.C. Southern Alberta, Canada	Chair & Chief Executive Officer, ATCO Ltd. and Executive Chair, Canadian Utilities Limited
W.K. Stensby Alberta, Canada	Executive Vice President, Puerto Rico, Canadian Utilities Limited

(1) G.J. Lidgett, Executive Vice President & General Manager, Utilities, retired from Canadian Utilities effective January 1, 2021

### POSITIONS HELD BY OFFICERS WITHIN PRECEDING FIVE YEARS

All the 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 Ms. Penrice, Mr. Constantinescu and Mr. Myles. Ms. Penrice was appointed Executive Vice President, Corporate Services in January 2020. Prior to joining the Company, Ms. Penrice was Interim CEO for Sears Canada Inc. where she led the wind down of the operations in Canada. Ms. Penrice held several senior management roles within Sears Canada and at Hudson's Bay Company specializing in Human Resources, Logistics, Merchandising, Store Operations and Marketing. Mr. Constantinescu was appointed Senior Vice President & Chief Transformation Officer in February 2018. Prior to joining the Company, he was Chairman and Chief Executive Officer of Orthoshop Geomatics Ltd. Mr. Myles was appointed Executive Vice President, Corporate Development in March 2020. Prior to joining the Company, Mr. Myles was Chief Operating Officer, Industrial, of Stuart Olsen Ltd., an integrated construction and industrial solutions company, from January 2016 through October 2019.



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

At December 31, 2020, the directors and officers of the Company, as a group, beneficially owned, or controlled or directed, directly or indirectly (via corporate holdings or otherwise), 66,604,478 (90.7 per cent) of the issued and outstanding Class B shares of the Company.

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

Since January 1, 2020, 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**

As at February 23, 2021, there were 73,247,699 Class B shares outstanding. To the knowledge of the directors and officers of the Company, the only person who beneficially owns, controls or directs, either directly or indirectly, 10 per cent or more of the Class B shares is ATCO Ltd.

ATCO Ltd. owns 66,309,246 Class B shares representing approximately 90.5 per cent of the outstanding Class B shares. ATCO Ltd. is controlled by Sentgraf Enterprises Ltd. (Sentgraf) which in turn is controlled by the Sentgraf Spousal Trust (the Spousal Trust). Ms. Nancy Southern, Ms. Linda Southern-Heathcott and Mrs. Margaret E. Southern are the trustees of the Spousal Trust. ATCO, Sentgraf and the Spousal Trust are collectively referred to as the Majority Share Owner.

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.

### ***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 Canadian Business Corporations Act (CBCA) 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.

## TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Class A shares, Class B shares and the Cumulative Redeemable Second Preferred Shares Series Y, AA, BB, CC, DD, EE and FF is AST Trust Company (Canada) at its principal offices in Calgary and Toronto. On September 25, 2020, The TMX Group Limited announced it had entered an agreement to acquire AST Trust Company (Canada). The transaction is expected to close within 6 to 12 months subject to regulatory approvals.

## 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 28 of the 2020 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 2020 Consolidated Financial Statements. PricewaterhouseCoopers LLP is independent in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of Alberta.

## NON-GAAP AND ADDITIONAL GAAP MEASURES

Adjusted earnings are defined as earnings attributable to equity owners of the Company after adjusting for the timing of revenues and expenses associated with rate-regulated activities, dividends on equity preferred shares of the Company, and unrealized gains or losses on mark-to-market forward and swap commodity contracts. Adjusted earnings also exclude one-time gains and losses, significant 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 attributable to equity owners of the Company is presented in this MD&A. Adjusted earnings is an additional GAAP measure presented in Note 3 of the 2020 Consolidated Financial Statements.

Capital investment is defined as cash used for capital expenditures, business combinations, service concession arrangements, and cash used in the Company's proportional share of capital expenditures in joint ventures. In management's opinion, capital investment reflects the Company's total cash investment in assets. Capital expenditures includes additions to property, plant and equipment and intangibles as well as interest capitalized during construction. A reconciliation of capital investments to capital expenditures is presented in this MD&A.

## 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," and similar expressions. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes that the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking information should not be unduly relied upon.

The Company's actual results could differ materially from those anticipated in any forward-looking information contained in this AIF as a result of 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) and other factors, many of which are beyond the control of the Company.

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 information, including directors' and officers' remuneration, principal holders of the Company's securities, and securities authorized for issuance under equity compensation plans, is contained in the Company's most recent Management Proxy Circular dated March 10, 2020.

Additional financial information is provided in the Company's audited 2020 Consolidated Financial Statements and MD&A for the financial year ended December 31, 2020.

Information relating to ATCO or CU Inc. 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 or fax (403) 292-7532. Corporate information is also available on the Company's website: [www.canadianutilities.com](http://www.canadianutilities.com).

# GLOSSARY

**APL** means Alberta PowerLine.

**ATCO Power Australia** means ATCO Power Australia (Energy) Limited Partnership.

**AUC** means Alberta Utilities Commission.

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

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

**Company** means Canadian Utilities Ltd. and, unless the context otherwise requires, includes its subsidiaries.

**Consumer price index (CPI)** measures the average change in prices over time that consumers pay for a basket of goods and services.

**Earnings** means Adjusted Earnings as defined in the Non-GAAP and Additional 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.

**K Bar** means the AUC allowance for capital additions under performance based regulation.

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

**MD&A** means the Company's Management's Discussion and Analysis for the year ended December 31, 2020.

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

**Merchant** means uncontracted generating plant capacity that is offered into the spot electricity market in which the generating plant is located.

**NGL** means natural gas liquids, such as ethane, propane, butane and pentanes plus, that are extracted from natural gas and sold as distinct products or as a mix.

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

**PPA** means Power Purchase Arrangements.

**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

## AUDIT & RISK COMMITTEE INFORMATION

### AUDIT & RISK COMMITTEE MANDATE

#### PURPOSE

The Audit & Risk Committee (the "Committee") of Canadian Utilities Limited is responsible for contributing to the effective stewardship of the Company (the "Corporation") by assisting the Board of Directors of the Corporation ("Board") in fulfilling its oversight of:

- the integrity of the Corporation's financial statements;
- the Corporation's compliance with applicable legal and regulatory requirements;
- the independence, qualifications and appointment of the Corporation's external auditor;
- the performance of the Corporation's internal audit function and external auditor;
- the accounting and financial reporting processes of the Corporation;
- audits of the financial statements of the Corporation; and
- the risk management processes of the Corporation.

#### AUTHORITY

The Committee is empowered to:

- determine the public accounting firm to be recommended to the Board for appointment as external auditors, and be directly responsible for the compensation and oversight of the work of the external auditors. The external auditors will report directly to the Committee;
- pre-approve all auditing and permitted non-audit services performed by the Corporation's external auditors;
- conduct or authorize investigations into any matters within the Committee's scope of responsibilities. The Committee shall have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties, to set and pay the compensation for any advisors employed by the Committee, and to communicate directly with the internal and external auditors;
- inspect all the books and records of the Corporation and its subsidiary entities and to discuss such books and records in any manner relating to the financial position and/or risk related issues of the Corporation and its subsidiary entities with the officers, employees and internal and external auditors of the Corporation and its subsidiary entities. All employees are directed to cooperate with the Committee's requests;
- meet with the Corporation's officers, external auditors or outside counsel, as necessary; and
- delegate authority, to the extent permitted by applicable legislation and regulation, to one or more designated members of the Committee, including the authority to pre-approve all auditing and permitted non-audit services provided by the Corporation's external auditor.

#### COMPOSITION

The Board shall elect annually from among its members an Audit & Risk Committee comprised of not less than three directors. Each member of the Committee must be:

- a director of the Corporation;
- independent (within the meaning of sections 1.4 and 1.5 of National Instrument 52-110); and
- financially literate (within the meaning of section 1.6 of National Instrument 52-110).

In order to be considered to be independent for the purposes of membership on the Committee, a director must have been determined by the Board to have no direct or indirect material relationship with the Corporation and must satisfy all other applicable legal and regulatory requirements.

The Board will appoint one member of the Committee as Chair. Any member of the Committee may be removed or replaced at any time by the Board, and a member shall cease to be a member of the Committee upon ceasing to be a director of the Corporation or upon ceasing to be independent.

## **MEETINGS**

The Committee shall meet at least four times per year and whenever deemed necessary by the Chair of the Committee or at the request of a Committee member or the Corporation's external or internal auditor. Matters related specifically to Risk Management as described under "Duties and Responsibilities" will be on the agenda for two of the Committee meetings each year.

The chair of the committee shall prepare and/or approve an agenda in advance of each meeting. Reasonable notification of meetings, which may be held in person, by telephone or other communication device, shall be sent to the members of the Committee, the external auditor and any additional attendees as determined by the Chair of the Committee. The external auditor has the right to appear before and be heard at any meeting of the Committee. Meetings will be scheduled to permit timely review of Committee materials. A majority of the Committee will constitute a quorum. Minutes of each meeting will be prepared by the person designated by the Committee to act as secretary and will be kept by the Corporate Governance & Secretarial Department.

## **DUTIES AND RESPONSIBILITIES**

### ***Financial and Operating***

- Review significant accounting and reporting issues and understand their impact on the financial statements. These issues include: complex or unusual transactions and highly judgmental areas; major issues regarding accounting principles and financial statement presentations, including any significant changes in the Corporation's selection or application of accounting principles; and the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements of the Corporation.
- Review analyses prepared by management and/or the external auditors, setting forth significant financial reporting issues and judgements made in connection with the preparation of the financial statements, including analyses of the effects of new or revised IFRS methods on the financial statements.
- Review with management and the external auditors the results of the audit, including any difficulties encountered.
- Review the Corporation's annual and interim financial statements, MD&A and earnings press releases and the AIF before the Corporation publicly discloses this information.
- Review reports prepared by Designated Audit Directors and directors appointed to corporate entities including joint ventures or partnerships (which do not have an appointed Designated Audit Director) regarding any significant items pertaining to year-end financial disclosure documents.
- If delegated by the Board, approve the interim financial statements, interim MD&A and interim earnings press releases before the Corporation publicly discloses this information.
- Recommend to the Board the approval of the Corporation's annual financial statements, AIF and annual MD&A.
- Be satisfied that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, and periodically assess the adequacy of these procedures.
- Be satisfied that the Corporation has implemented appropriate systems of internal control over financial reporting and that these systems are operating effectively.



### **External Auditor**

- Recommend to the Board the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attestation services for the Corporation; and the compensation of the external auditor.
- Be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attestation services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting.
- Pre-approve all non-audit services to be provided to the Corporation or its subsidiaries by the external auditor of the Corporation ("Non-audit Services"). The Committee may delegate to one or more of its members the authority to pre-approve Non-audit Services. All Non-audit Services provided by the external auditor shall be summarized and reported to the Audit & Risk Committee on a cumulative basis for the year at each quarterly meeting.
- The Committee shall adopt and periodically review practices and procedures for the engagement of Non-audit Services that are detailed as to the particular service, that do not include delegation of the Committee's responsibilities to management, and that are designed to manage the pre-approval process and comply with all applicable legal and regulatory requirements.
- Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.

### **Internal Auditor**

- Be satisfied that the internal audit function has been effectively carried out and the internal auditor has adequate resources.
- Review and approve the annual Audit Plan.
- Review and approve Internal Audit's annual budget and resource plan.

### **Risk Management**

- Understand the principal risks of the Corporation; review and consider with management the Corporation's risk taking philosophy; review and discuss with management the Corporation's risk inventory and related mitigation plans; receive presentations, reports and other information about extraordinary risks, emerging risks and significant trends that could materially affect the Corporation's ability to achieve its strategic objectives; review reports prepared by Designated Audit Directors and directors appointed to corporate entities including joint ventures or partnerships (which do not have an appointed Designated Audit Director) regarding any significant risks identified by management; review and discuss with management a summary of safety and environmental performance.
- Be satisfied that management has appropriate processes in place to identify, assess, manage and monitor risk.
- Review the Corporation's insurance programs for adequacy annually.

### **Other**

- Ensure that the Corporation has appropriate procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters.
- Provide a means for confidential and anonymous submission by employees of the Corporation of concerns regarding accounting or auditing matters.
- Review and reassess annually the adequacy of this mandate and recommend any proposed changes to the Board for approval.
- Review and approve annually the Disclosure Committee, Designated Audit Directors, and Internal Audit, mandates.
- The Committee will inquire into any other matters referred to it by the Board.

### **REPORTING**

The Committee shall report to the Board on such matters and questions relating to the financial position or risk management of the Corporation as the Board may from time to time refer to the Committee. A summary of all meetings will be provided to the Board by the Chair of the Committee. Supporting schedules and information

reviewed by the Committee will be available for examination by any director upon request. The external auditor and the Vice President, Internal Audit of the Corporation shall report directly to the Committee. The Committee is expected to maintain free and open communication with the Corporation's external auditor, internal auditor and management. This communication shall include private sessions, at least annually, with each of these parties.

## COMPOSITION AND RELEVANT EDUCATION AND EXPERIENCE OF THE AUDIT & RISK COMMITTEE

The following are the members of the Corporation's Audit & Risk Committee, all of whom are independent and financially literate:

- L.M. Charlton - Ms. Charlton is Vice President & Chief Financial Officer at Lintus Resources Limited and has been responsible for the entire financial reporting process of various corporations during her 35 year career in Oil & Gas. She serves on the Audit Committees of three publicly traded corporations and is Audit Chair for two of them. Ms. Charlton has a Bachelor of Commerce degree in Finance, holds the Corporate Director Designation (ICD.D) from the Institute of Corporate Directors, and participates in ongoing financial and accounting continuing education.
- R.J. Normand (Chair) - For more than 30 years, Mr. Normand held senior executive roles in the financial and banking sectors, culminating in the role of President and Chief Executive Officer of Alberta Treasury Branches until his retirement in 2008. In October 2015, he retired as Chair of the Workers Compensation Board of Alberta. Through his experience in the financial services sector, he has developed extensive knowledge and expertise in the areas of finance, regulatory matters and risk management. Mr. Normand has a M.B.A. and a B.A. (Economics) and has completed studies leading to the Fellow of the Institute of Canadian Bankers designation.
- R.J. Urwin - Dr. Urwin has been the Chief Executive Officer of several major public companies. He was the Group Chief Executive of National Grid plc from 2001 until his retirement in 2006, and was responsible for compliance with the U.S. Sarbanes-Oxley requirements. Dr. Urwin has been a member of the Audit Committees of a number of U.K. public companies.

## PRE-APPROVAL PROCEDURES

The Corporation's Audit & Risk Committee has adopted a procedure for approval of external auditor services. The procedure prohibits the external auditor from providing specified services to the Corporation and its subsidiaries.

The engagement of the external auditor for a range of services defined in the procedure has been pre-approved by the Audit & Risk Committee. If an engagement of the external auditor is contemplated for a particular service that is neither prohibited nor covered under the range of pre-approved services, such engagement must be pre-approved. The Audit & Risk Committee has delegated the authority to grant such pre-approval to the Chairman of the Audit & Risk Committee.

Services provided by the external auditor are subject to an engagement letter. The procedure mandates that the Audit & Risk Committee receive regular reports of all new pre-approved engagements of the external auditor.

## EXTERNAL AUDITOR SERVICE FEES

The aggregate fees incurred by the Corporation and its subsidiaries for professional services provided by PricewaterhouseCoopers LLP for each of the past two years were as follows.

(\$ Millions)	2020	2019
Audit fees <sup>(1)</sup>	3.0	3.7
Audit-related fees <sup>(2)</sup>	—	0.1
Tax fees <sup>(3)</sup>	0.7	0.3
<b>Total</b>	<b>3.7</b>	<b>4.1</b>

(1) Audit fees are the aggregate professional fees paid to the external auditor for the audit of the annual consolidated financial statements and other regulatory audits and filings.

(2) Audit related fees are the aggregate fees paid to the external auditor for services related to special purpose audits and audit services including consultations regarding IFRS.

(3) Tax fees are the aggregate fees paid to the external auditor for tax compliance, tax advice, tax planning and advisory services relating to the preparation of corporate tax, capital tax and sales tax returns.