



ATCO LTD.  
**MANAGEMENT PROXY CIRCULAR**

NOTICE OF ANNUAL MEETING OF SHARE OWNERS  
TO BE HELD ON MAY 10, 2023

MARCH 9, 2023



# NOTICE OF ANNUAL MEETING OF SHARE OWNERS

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When

**Wednesday, May 10, 2023  
10:00 a.m.**

Where

**Crystal Ballroom  
Fairmont Palliser  
133-9 Avenue SW  
Calgary, Alberta**

## **Business of the Meeting**

The meeting's purpose is to:

1. Receive the consolidated financial statements for the year ended December 31, 2022, including the auditor's report on the statements
2. Elect the directors
3. Appoint the auditor
4. Transact other business that may properly come before the meeting.

Holders of Class II Voting Shares registered at the close of business on March 21, 2023 are entitled to vote at the meeting. The management proxy circular dated March 9, 2023 includes important information about what the meeting will cover and how to vote.

By order of the Board of Directors,

*[Signed by K.M. Brunner]*

K.M. Brunner  
Senior Vice President, General Counsel & Corporate Secretary  
Calgary, Alberta  
March 9, 2023



March 9, 2023

Dear Share Owner:

On behalf of our Board of Directors, executive leadership team and employees, it is my sincere pleasure to invite all holders of Class I Non-Voting Shares and Class II Voting Shares of ATCO Ltd. (ATCO) to attend the 56th annual meeting of ATCO share owners. The meeting will be held in person at the Crystal Ballroom at the Fairmont Palliser, 133 – 9 Avenue S.W., Calgary, Alberta on Wednesday, May 10, 2023 at 10:00 a.m. local time.

Holders of Class II Voting Shares are entitled to vote on the items of business at the meeting. If you are unable to attend the meeting, you may vote by various methods as described starting on Page [1](#) in the accompanying management proxy circular.

In addition to the formal business of the meeting, you will hear management's review of ATCO's 2022 operational and financial performance. You will have the opportunity to ask questions and meet with management, your directors and fellow share owners.

#### *Our Performance*

2022 marked a historic milestone in the storied legacy of our company, as we celebrated our 75th anniversary. From the genesis of our company, the people of ATCO have pioneered innovative solutions that generate long-term value for our share owners, and which create the conditions for our customers and communities to thrive.

I am proud to say that we continued to build on that legacy over the course of the past year. Despite mounting macroeconomic and geopolitical uncertainty, each of our businesses continued to cement their position at the forefront of their respective industries.

Noteworthy achievements from the prior year include:

- a. ATCO Structures completed the stage one milestone of the Bechtel Pluto Train II project in Western Australia, including the handover of manufactured units for the 2,200 Construction Accommodation Village and associated central facilities. ATCO Structures was also awarded an additional \$37-million contract to manufacture and install the Jobsite Amenities and Blast package supporting the project. In addition, ATCO Structures completed a 550-person camp for Trans Mountain Expansion Project in Blue River, BC, Canada, and was awarded and delivered a third phase of accommodation facilities from Environmental Chemical Corporation to support the earthquake recovery project for Naval Air Weapons Station at China Lake, California. In December 2022, ATCO Structures acquired Triple M Housing, a leading manufacturer of factory-built modular housing, boosting ATCO's status as a global leader and innovator in modular construction.
- b. In July 2022, the Government of Canada awarded Nasittuq, a partnership between ATCO Frontec and the Pan Arctic Inuit Logistics Corporation, a seven-year contract to operate and maintain the North Warning System (NWS). The contract includes four, two-year

extension options. The NWS, a chain of radar sites and support facilities, forms part of Canada's North American Aerospace Defense Command agreement with the United States and consists of 47 radar sites located along the Arctic Ocean. In October 2022, Nasittuq was also awarded a \$122-million contract to provide support services at the Canadian Forces Station Alert on Ellesmere Island, the northernmost inhabited settlement in the world.

- c. Canadian Utilities Limited advanced numerous projects aligned with our strategic focus on clean fuels and clean electricity, including: announcing the acquisition of a portfolio of renewable energy assets that includes 232 megawatts (MW) of operational wind facilities and a development pipeline of more than 1,500 MW of wind and solar projects in Alberta and Ontario; commissioning two significant hydrogen projects in Western Australia—blending clean hydrogen into our natural gas network and a hydrogen refueling station for passenger transport; and we made significant progress on the Suncor-ATCO Heartland Hydrogen Hub, a world-scale, vertically integrated, first-of-its-kind, clean hydrogen development in the Alberta Industrial Heartland. Also, our electricity crews were called upon to respond to the Chetamon Wildfire in Jasper National Park, Alberta, which damaged several transmission lines and left the municipality of Jasper without power.

Our performance is due in no small part to the expertise and operational excellence of our executive leadership team. Compensation for our executives is linked to achieving goals that create sustainable share owner value, and that are aligned with our long-term strategic plan.

Consistent with this holistic perspective, in January 2022 we announced a comprehensive set of 2030 environmental, social and governance targets, and a commitment to achieve net zero greenhouse gas emissions by 2050. These ambitious goals will allow us to measure our progress in achieving our strategic goals of accelerating the energy transition, advancing Indigenous reconciliation, and supporting the communities we serve, while also supporting our long-term growth. Our Board of Directors will be actively involved in the oversight of management's performance to achieve these targets.

We invite you to read more about our approach to executive compensation, as well as ATCO's 2022 performance and awards, starting on Page [50](#) in the accompanying management proxy circular.

We greatly look forward to the opportunity to see you all once again. A webcast of the meeting will be available at [www.ATCO.com](http://www.ATCO.com) shortly after the meeting, and our 2022 Annual Report is available online. Please visit our website during the year for information about your company.

Sincerely,

*[Signed by N.C. Southern]*

N.C. Southern  
Chair & Chief Executive Officer



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# FREQUENTLY USED TERMS

<b>Board</b>	Board of Directors of ATCO Ltd.
<b>CD&amp;A</b>	Compensation Discussion & Analysis
<b>CEO</b>	Chief Executive Officer
<b>Circular</b>	ATCO's Management Proxy Circular dated March 9, 2023
<b>Class I Shares</b>	Class I Non-Voting Shares of ATCO
<b>Class II Shares</b>	Class II Voting Shares of ATCO
<b>Class A shares</b>	Class A non-voting shares of Canadian Utilities
<b>Class B shares</b>	Class B common shares of Canadian Utilities
<b>Code</b>	Code of Ethics
<b>DAD</b>	Designated Audit Director
<b>GOCOM</b>	Corporate Governance - Nomination, Compensation & Succession Committee
<b>IFRS</b>	International Financial Reporting Standards
<b>Non-Registered Share Owner</b>	Your shares are held in the name of a nominee (usually a bank, broker or trust company)
<b>proxy form</b>	Form of Proxy
<b>PwC</b>	PricewaterhouseCoopers LLP
<b>Registered Share Owner</b>	Your name appears on your share certificate
<b>SAR</b>	Share Appreciation Right
<b>SEDAR</b>	System for Electronic Document Analysis and Retrieval
<b>Sentgraf</b>	Sentgraf Enterprises Ltd.
<b>TSX Trust</b>	TSX Trust Company
<b>VIF</b>	Voting Instruction Form

All information in this management proxy circular is as of March 9, 2023, unless otherwise indicated.

This management proxy circular is provided to enable ATCO's management team to solicit proxies for use at the annual share owners' meeting for items described in the accompanying notice of this meeting. The cost of management's solicitation is borne by ATCO.

Throughout this Circular, *you* and *your* refers to ATCO Ltd. share owners.

*We, us, our, Company* and *ATCO* refer to ATCO Ltd. and its subsidiaries, where applicable.

*Canadian Utilities* and *CU* mean Canadian Utilities Limited.

# ABOUT THE MEETING

## WHO CAN VOTE

ATCO has two classes of common shares – Class I Non-Voting Shares (Class I Shares) and Class II Voting Shares (Class II Shares). The Class II Shares are the only shares that can be voted at the meeting. Each Class II Share you own at the close of business on March 21, 2023 entitles you to one vote. The holders of Class I Shares are invited to attend and participate in discussions at share owner meetings but are not entitled to vote.

## SHARE OWNERSHIP RIGHTS

Each Class II Share may be converted into one Class I Share at the holder's option. This means that for each Class II Share you own, you can decide to exchange that share for an equal amount of Class I Shares.

**If you are a holder of Class I Shares you have no right to participate if a takeover bid is made for the Class II Shares.** However, if you are a holder of Class I Shares you will be entitled to the same voting rights as the holders of Class II Shares if three conditions are met:

- An offer to purchase Class II Shares is made to all holders of Class II Shares
- At the same time, an offer to purchase Class I Shares, on the same terms and conditions, is not made to holders of Class I Shares
- Holders of more than 50 per cent of the Class II Shares accept the offer.

Class I Shares and Class II Shares rank equally in dividends and in all other respects except for those situations noted above.

## MAJORITY SHARE OWNER

On March 9, 2023, there were 12,424,996 Class II 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 II Shares is Sentgraf Enterprises Ltd. (Sentgraf). Sentgraf owns 11,483,120 Class II Shares representing 92 per cent of the outstanding Class II Shares. Sentgraf 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. Sentgraf and the Spousal Trust are collectively referred to as the Majority Share Owner.

## VOTING PROCESS Q&A

### Q. Am I entitled to vote?

A. You are entitled to vote if you were a holder of Class II Shares at the close of business on March 21, 2023. Each Class II Share entitles its holder to one vote.

### Q. What will I be voting on?

A. You are voting on the following matters:

- The election of 8 directors to ATCO's Board of Directors
- The appointment of the auditor

### Q. How will a decision be made at the meeting?



A. A simple majority of the votes cast, during the meeting or by proxy, will constitute approval of each matter to be voted on.

### Q. How do I vote my shares?

A. You can vote by proxy or by completing a ballot at the meeting. Voting by proxy means you are giving someone else the authority to attend the meeting and vote on your behalf. Please refer to "Registered Share Owner Voting Instructions" and "Non-Registered Share Owner Voting Instructions" below.

### Q. If I submit my proxy form or VIF prior to the meeting, how will my shares be voted?

A. Your shares will be voted as you instruct on the proxy form or Voting Instruction Form (VIF). Follow the instructions provided on your proxy form or VIF in order to ensure it is properly completed. Once completed, submit your proxy form or VIF using one of the methods shown in the next section. If you properly complete and return your proxy form or VIF your proxyholder will vote, or withhold from voting, in accordance with your directions. If you do not specify how you wish the votes to be cast, your shares will be voted as your proxyholder sees fit. If neither you nor your proxyholder gives specific instructions, your shares will be voted as follows:

	<b>FOR the election as directors of those nominees set out in this Circular</b>
	<b>FOR the appointment of PricewaterhouseCoopers LLP as ATCO's auditor</b>

### Q. What if amendments are made to the matters to be decided at the meeting or if other matters are brought before the meeting?

A. The person or persons named in the proxy form or VIF as your proxyholder will have discretionary authority to vote on amendments or variations to matters identified in the notice of the meeting and on other matters which may properly come before the meeting.

As of the date of this Circular, management is not aware of any amendments or other matters expected to come before the meeting.

## REGISTERED SHARE OWNER VOTING INSTRUCTIONS

### Q. How do I know if I am a Registered Share Owner?

- A.** You are a Registered Share Owner if your name appears on your share certificate. If your name is on your certificate, **you have the right to appoint a person or company to represent you as proxyholder and vote your shares at the meeting.**

### Q. Can I attend and vote during the meeting?

- A.** Registered Share owners may attend and vote at the meeting in person.

### Q. How do I appoint someone else as my proxyholder?

- A.** Follow the instructions provided on your proxy form in order to ensure it is properly completed. **If you want to appoint a person or company other than the persons named in the enclosed proxy form, strike out the printed names appearing on the proxy form and insert the name of your chosen proxyholder in the space provided. Your proxyholder need not be an ATCO share owner.**

**Complete your voting instructions, date and sign the proxy form and return it to our registrar and transfer agent, TSX Trust, using one of the methods shown on Page 4.**

If the shares are registered in more than one name, all persons in whose names the shares are registered must sign the proxy form. It is important for you to ensure that any person you appoint as your proxyholder will attend the meeting. That person should be aware that his or her appointment has been made to vote your shares. If your appointed proxyholder does not attend the meeting, your shares will not be voted. Upon arrival at the meeting, proxyholders should register with a representative of TSX Trust.

### Q. Who votes my shares if I sign a proxy form?

- A.** If you sign the enclosed proxy form and do not insert the name of a proxyholder in the space provided, you are authorizing Ms. Nancy C. Southern, Chair & Chief Executive Officer, or Mr. Kyle M. Brunner, Senior Vice President, General Counsel & Corporate Secretary to vote, or withhold from voting, your shares at the meeting in accordance with your instructions.

### Q. How do I vote shares registered in the name of an entity or in a name other than my own?

- A.** If your shares are registered in the name of an entity or any name other than your own, that entity or other name is the Registered Share Owner. If this is the case, you need to provide documentation proving that you are authorized to sign the proxy form on behalf of that entity or name. If you have any questions on what supporting documentation is required, contact TSX Trust before submitting your proxy form. Shares that are held in a name other than your own may not be voted by telephone or smartphone.










## REGISTERED SHARE OWNER VOTING METHODS AND PROXY DEADLINE DATE (May 8, 2023)

**Important Note:** Regardless of which voting method you use, your vote must be received by TSX Trust before 5:00 p.m. Eastern Daylight Time on the proxy deadline date.

### Q. How do I vote?

A. You may select an option from the table below:

	<b>Attend the meeting in person</b> If you plan to attend the meeting and vote your shares in person, you do not need to complete and return the proxy form. Please register with the transfer agent, TSX Trust, when you arrive at the meeting. Your vote will be recorded and counted at the meeting.
	<b>By telephone in advance</b> <b>1 (888) 489-5760</b> Canadian and US share owners can vote by telephone. Dial the toll free number and follow the voice prompts. You will need to enter the 13-digit Control Number located on the enclosed proxy form to enter your voting instructions. If you vote by telephone, you cannot appoint anyone other than the persons named on your proxy form as your proxyholder.
	<b>By email</b> <b>proxyvote@tmx.com</b> Sign, scan and email your completed proxy form to TSX Trust. You may appoint anyone as a proxyholder using this voting method.
	<b>By smartphone</b> Scan the QR Code that appears on the reverse side of your proxy form. You will need to enter the 13-digit Control Number located on the enclosed proxy form to enter your voting instructions. You may appoint anyone as a proxyholder using this voting method.
	<b>Online in advance</b> <b>www.tsxtrust.com/vote-proxy</b> Follow the instructions provided on the proxy voting website. You will need to enter the 13-digit Control Number located on the enclosed proxy form to enter your voting instructions. You may appoint anyone as a proxyholder using this voting method.
	<b>By mail</b> Return your completed proxy form in the postage paid envelope provided or mail it to TSX Trust Company, Attention: Proxy Department, P.O. Box 721, Agincourt, Ontario M1S 0A1. You may appoint anyone as a proxyholder using this voting method. Please ensure your proxy form is signed and dated.
	<b>By fax</b> Fax your completed proxy form to TSX Trust: <b>1 (416) 595-9593</b> You may appoint anyone as a proxyholder using this voting method. Please ensure your proxy form is signed and dated.

**Q. Can I change my mind once I have submitted my proxy form?**

**A.** Yes. You can complete another proxy form in the manner and time specified on the proxy form. The later-dated proxy form will replace the one submitted earlier. You can also revoke your proxy form by preparing a written statement to this effect. The statement must be signed by you or your duly authorized attorney as authorized in writing. If the share owner is a corporation, the statement must be signed by a duly authorized officer or attorney of that corporation. This statement should be delivered to either of the following:

1.	ATCO's Senior Vice President, General Counsel & Corporate Secretary at any time up to and including the last business day preceding the day of the meeting or any adjournment of the relevant meeting at:  TSX Trust Company Attention: Proxy Department P.O. Box 721 Agincourt, Ontario M1S 0A1  or  ATCO Ltd. Attention: Senior Vice President, General Counsel & Corporate Secretary 4th Floor, West Building 5302 Forand Street S.W. Calgary, Alberta T3E 8B4
2.	If you have followed the process for attending and voting at the meeting, voting at the meeting will revoke a previously submitted proxy form.

**Q. How do I contact the transfer agent if I have general questions?**

**A.** Questions may be directed to TSX Trust at <http://www.tsxtrust.com> or [shareholderinquiries@tmx.com](mailto:shareholderinquiries@tmx.com) or by telephone:

Within Canada and the US:	1 (800) 360-4519
Outside Canada and the US:	1 (416) 682-3860

## NON-REGISTERED SHARE OWNER VOTING INSTRUCTIONS

### Q. Am I a Non-Registered Share Owner?

A. You are a Non-Registered Share Owner when your shares are held in the name of a nominee (usually a bank, broker, or trust company). According to the notice-and-access process (see Delivery of Meeting Materials below), you should have received a Voting Instruction Form (VIF) accompanied by a notice that explains how to access and review the Circular. To ensure that you have all the necessary information about the matters to be voted on at the meeting, you should review the Circular before you vote. If you have provided your nominee with a standing instruction (or if you have provided current instructions for 2023) that you prefer to receive a paper copy of the Circular, your VIF will be included in that package.

### Q. Can I attend and vote during the meeting?

A. Non-Registered Share Owners may attend and vote at the meeting in person. If you are a Non-Registered Share Owner and wish to vote at the meeting, you must appoint yourself as proxyholder by inserting your name in the space provided on the VIF sent by your intermediary and follow the applicable instructions. When you arrive at the meeting, please register with the transfer agent, TSX Trust. If you wish to appoint someone other than yourself as your proxyholder, please insert your proxyholder's name on the VIF and follow the steps as outlined above.

### Q. How do I vote?

A. Follow the voting instructions on your VIF. You are able to vote by telephone, online, fax or mail (a prepaid envelope is provided for you). **If you decide to fax or mail your VIF, please ensure that it is signed and dated in order to validate it.**

### Q. What if I want to change my voting instructions?

A. If you are a Non-Registered Share Owner, you should contact your nominee for instructions on how to change your voting instructions.

## DELIVERY OF MEETING MATERIALS

Meeting materials for Registered Share Owners will be mailed on March 30, 2023.

For Non-Registered Share Owners, the material delivery process is achieved by using the notice-and-access process (Notice-and-Access). Notice-and-Access is an environmentally-friendly and cost-effective way for ATCO to distribute the Circular.

Notice-and-Access requires us to post the Circular online for our Non-Registered Share Owners to access electronically. Non-Registered Share Owners will receive a package in the mail containing a notice that explains how to access and review the Circular, as well as how to request a paper copy at no charge. If you own Class II Shares, you will also receive a VIF. Share owners are reminded to review the Circular prior to voting.

The Circular is available on the System for Electronic Document Analysis and Retrieval (SEDAR) website ([www.sedar.com](http://www.sedar.com)) and on TSX Trust's website ([www.meetingdocuments.com/TSXT/atco](http://www.meetingdocuments.com/TSXT/atco)).

As a Non-Registered Share Owner, you will only receive a paper copy of the Circular if you have already provided instructions to your nominee. If you would like to receive a paper copy of the Circular, please follow the instructions provided in your meeting material package. You may request a copy of the Circular, at no charge, until March 30, 2024.

If you have any questions about Notice-and-Access, you can call TSX Trust:

Within Canada and the US:	1 (888) 433-6443
Outside Canada and the US:	1 (416) 682-3801

## BUSINESS OF THE MEETING

**If you do not specify on your proxy form or VIF how you want to vote your share(s), the persons named in the proxy form or VIF will vote FOR each matter to be decided upon at the meeting.**

### Review of the Financial Statements

ATCO's consolidated financial statements for the year ended December 31, 2022, together with the auditor's report, have been filed with the Canadian securities regulatory authorities and sent to Registered Share Owners and to Non-Registered Share Owners who requested them. The statements are also available on our website at [www.ATCO.com](http://www.ATCO.com) and on SEDAR at [www.sedar.com](http://www.sedar.com). The consolidated financial statements will be received at the annual meeting and you will have the opportunity to discuss the results with management.



#### Election of the Directors

The 8 nominees proposed for election as directors of ATCO are listed beginning on Page [10](#).

The Board recommends that share owners vote **FOR** the election of these 8 nominees. The term of office for each director will expire at the close of the next annual meeting of share owners.



#### Appointment of the Auditor

The Board, on the recommendation of the Audit & Risk Committee, proposes that PwC be appointed as auditor to hold office until the next annual meeting of share owners. PwC, including its predecessor firm, Price Waterhouse LLP, has been ATCO's auditor for 60 years.

Representatives of PwC plan to attend the meeting and will be available to answer your questions.

The Board recommends that share owners vote **FOR** the appointment of PwC as auditor.



# DIRECTOR NOMINEES

All the nominees are currently directors and have been for the periods indicated, with the exception of Mr. Kenney.

The Chair, together with the Board, and after review by the Corporate Governance – Nomination, Compensation and Succession Committee (GOCOM), identifies potential candidates for nomination to the Board. The recommendation of potential Board members is undertaken to ensure overall diversity of experience, background, skills and geographic representation of Board members.

GOCOM receives advice from the Board on individuals best suited to serve as directors, and maintains its own standing list of appropriate candidates for directorships. GOCOM has reviewed each of the nominees and determined they have the necessary skills and experience to satisfy the Board's composition requirements.

The nominees' biographies, starting on Page [10](#), highlight their respective experience and attributes.

Additional information on directors, including skills and experience, independence, attendance, share ownership, as well as compensation, is also provided.

Information on director share ownership guidelines can be found on Page [38](#).

## BIOGRAPHIES



### ROBERT T. BOOTH, K.C.

Primary residence	Calgary, Alberta, Canada
Director since	2008
Age	70
Independent	

Until his retirement in December 2022, Bob Booth practiced law in Calgary, Alberta for 45 years with Bennett Jones LLP where he was a partner since 1984. Mr. Booth's legal practice covered many areas of the natural resources and energy fields, including oil and gas exploration, production and marketing, pipeline transportation, power generation and transmission, and energy utility businesses. During his legal career Mr. Booth also acted for clients supporting the Canadian military. He served from 2005 until 2023 as the CEO and Chair of the Board of Milit-Air Inc., a federal not-for-profit company having a role in the training of military pilots in Canada. He is a former President and Honorary Counsel to the Royal Military Colleges alumni associations; a former director and Honorary Counsel to the Canadian Defence Associations Institute; a former director of the Canadian Global Affairs Institute; and a former director of the Canadian Energy Law Foundation. He currently serves on the Boards of the Lord Strathcona's Horse (Royal Canadians) Regimental Society and Foundation. Since 2014 Mr. Booth has also served on the Board of Prospect Human Services, an Alberta not-for-profit society assisting persons who face barriers to entering the workforce.

Mr. Booth obtained a B.Eng. degree from the Royal Military College of Canada in 1974, and an LL.B. from Dalhousie University in 1977. In 2009, he obtained his ICD.D certification from the Director Education Program at the Institute of Corporate Directors.

Skills and Experience	
Primary Areas of Expertise	Functional Experience
Energy Legal Utilities	Governance Human Resources/ Compensation Government/Regulatory International Business Risk Management Safety and Health Climate Change and Environment Corporate Social Responsibility

ATCO Board/ Committee memberships in 2022	Attendance		2022 AGM Voting Results	
	Board	8 of 8	100%	Votes For:
GOCOM*	2 of 2	100%		
Other public company boards and committee memberships	Company	Since	Position	
	CU Inc.**	2014	Director and member of the Audit Committee	
Shares held	ATCO		Canadian Utilities	
	Class I Shares	26,257	Class A non-voting	—
	Class II Shares	—	Class B common	—
			Series Y 2nd Preferred	2,000
			Series AA 2nd Preferred	1,500
			Series EE 2nd Preferred	1,000
<b>Total compensation in 2022:<sup>†</sup></b>		<b>\$250,127</b>		

\*Mr. Booth ceased to be a member of GOCOM May 11, 2022.

\*\*CU Inc. is controlled by Canadian Utilities, which is controlled by ATCO.

<sup>†</sup>Consists of fees earned as a director of ATCO, and fees from ATCO's subsidiaries.



## JASON T. KENNEY, PC

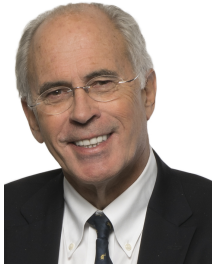
Primary residence	Calgary, Alberta, Canada
Director since	New Nominee
Age	54
Independent	

Mr. Kenney served as Premier of Alberta from 2019-2022. He led the creation of Alberta's Recovery Plan, Natural Gas Vision and Strategy, Hydrogen Roadmap and the Alberta Indigenous Opportunities Corporation. He was elected to Canada's House of Commons in 1997 as the member for Calgary Southeast and was re-elected six times. Between 2007-2015, he served as Canada's Minister for Citizenship, Immigration and Multiculturalism; Minister of Employment and Social Development; Minister of National Defence; and Chair of the Cabinet Operations Committee. He was a Member of Parliament for more than 19 years. Prior to entering public life he was President and Chief Executive Officer of the Canadian Taxpayers Federation.

He was sworn in as a Privy Councillor in 2007.

Skills and Experience	
Primary Areas of Expertise	Functional Experience
Energy Industrials Legal Transportation Utilities	CEO Experience Governance Human Resources/Compensation Government/Regulatory International Business Marketing/Sales Operations Risk Management Climate Change and Environment Corporate Social Responsibility

ATCO Board/ Committee memberships in 2022	Attendance		2022 AGM Voting Results		
	Board		N/A	Votes For:	N/A
Other public company boards and committee memberships	Company	Since	Position		
	N/A	N/A	N/A		
Shares held	ATCO		Canadian Utilities		
	Class I Shares	—	Class A non-voting	—	
	Class II Shares	—	Class B common	—	
<b>Total compensation in 2022:</b>		<b>N/A</b>			



## ROBERT J. ROUTS, PhD

Primary residence	Brunnen, Switzerland
Director since	2012
Age	76
Independent	

Dr. Routs is the Lead Director of ATCO and is a director of ATCO Structures & Logistics Ltd., ATCO Australia Pty Ltd and Neltume Ports S.A. Until his retirement in 2008, Dr. Routs was an Executive Board Member at Royal Dutch Shell plc. He was responsible for the global refining, chemical, marketing, trading and renewable businesses. During his career, he held various senior management positions in the US, Canada and The Netherlands, including Chairman of Shell Canada prior to the buyout of the public shareholding by Royal Dutch Shell plc. Dr. Routs has substantial experience in the refining and chemical industry with a strong focus on operational safety and sustainable operations to reduce the industry's impact on the environment.

Dr. Routs is an emeritus member of the International Advisory Council to the Economic Development Board of Singapore and received the Distinguished Friend of Singapore medal. Dr. Routs was Chairman of the Board of Aegon NV from 2009 until 2019 and Chairman of the Board of Royal DSM NV from 2011 until May of 2021. From 2010 to February 2021, Dr. Routs was a director of AECOM Technology Corporation.

Dr. Routs graduated in Chemical Engineering from the Technical University of Eindhoven in The Netherlands, where he also obtained a PhD in Technical Sciences. He completed the Program for Management Development at Harvard Business School in 1991.

Skills and Experience	
Primary Areas of Expertise	Functional Experience
Energy	CEO Experience
Financial Services	Governance
Industrials	Human Resources/Compensation
Telecommunications	Government/Regulatory
Transportation	International Business
Utilities	Accounting/Finance/Economics
	Marketing/Sales
	Operations
	Risk Management
	Safety and Health
	Climate Change and Environment
	Corporate Social Responsibility

ATCO Board/ Committee memberships in 2022	Attendance			2022 AGM Voting Results		
	Board	8 of 8	100%	Votes For:	11,650,355	99.96%
	Audit & Risk	4 of 4	100%			
	GOCOM (Chair)	4 of 4	100%			
Other public company boards and committee memberships	Company	Since		Position		
	N/A	N/A		N/A		
Shares held	ATCO			Canadian Utilities		
	Class I Shares	23,675		Class A non-voting	9,681	
	Class II Shares	—		Class B common	—	
<b>Total compensation in 2022:*</b>		<b>\$436,001</b>				

\*Consists of fees earned as a director of ATCO, and fees from ATCO's subsidiaries.



## NANCY C. SOUTHERN

Primary residence	Calgary, Alberta, Canada
Director since	1989
Age	66
Not Independent	As Chair & Chief Executive Officer, Ms. Southern is not independent because she has a material relationship with ATCO.

Nancy Southern is Chair & Chief Executive Officer of ATCO Ltd., as well as Chair & Chief Executive Officer of Canadian Utilities Limited, an ATCO company. Reporting to the Boards of Directors, she is accountable for the strategic direction, vision and governance for both companies, and has full responsibility for their ongoing operations.

After joining the ATCO Board of Directors in 1989, Ms. Southern served as Co-Chair of ATCO for 16 years prior to being elected Chair in December 2012. Ms. Southern was named President & Chief Executive Officer of ATCO in 2003. 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 US Business Council, a member of the American Society of Corporate Executives, and a Canadian Member of the Trilateral Commission. She is a member of the Business Council of Canada and the University of Calgary School of Public Policy Advisory Council. In 2020, Ms. Southern joined the Premier's Economic Recovery Council with other policy and industry experts providing insight and strategies to accelerate diversification of Alberta's economy. That same year, 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.

Skills and Experience	
Primary Areas of Expertise	Functional Experience
Energy Industrials Utilities	CEO Experience Governance Human Resources/Compensation Government/Regulatory International Business Accounting/Finance/Economics Marketing/Sales Operations Risk Management Safety and Health Climate Change and Environment Corporate Social Responsibility

ATCO Board/ Committee memberships in 2022		Attendance		2022 AGM Voting Results		
	Board (Chair)	8 of 8	100%	Votes For:	11,653,777	99.99%
Other public company boards and committee memberships	Company	Since		Position		
	AKITA Drilling Ltd.	1992		Deputy Chair and Director		
	Canadian Utilities Limited*	1990		Chair, Director and Chief Executive Officer		
	CU Inc.*	1999		Chair, Director and Chief Executive Officer		
Shares held	ATCO**			Canadian Utilities**		
	Class I Shares	407,518		Class A non-voting	242,893	
	Class II Shares	50,600		Class B common	—	

**Total compensation in 2022:** Ms. Southern does not receive any compensation as a director of ATCO because she is an employee. See Page 65 for information on Ms. Southern's compensation.

\*CU Inc. is controlled by Canadian Utilities, which is controlled by ATCO.

\*\*Shares held by the Majority Share Owner are excluded. Ms. Southern is one of three trustees of the Spousal Trust. See Majority Share Owner on Page 1.





## LINDA A. SOUTHERN-HEATHCOTT

Primary residence	Calgary, Alberta, Canada
Director since	2012
Age	60
Not Independent	Ms. Southern-Heathcott is not independent because she has a material relationship with ATCO. She is an immediate family member of the Chair & Chief Executive Officer.

Ms. Southern-Heathcott is President & Chief Executive Officer of Spruce Meadows Ltd., an internationally recognized equestrian facility in Calgary, Alberta. She is also a founding director and currently serves as Chair and Chief Executive Officer of AKITA Drilling Ltd., an oil and gas drilling contractor with drilling operations throughout North America. Ms. Southern-Heathcott brings significant management and business experience to the Board and was appointed Vice Chair of the Board of Directors of ATCO in 2016 and of Canadian Utilities and CU Inc. in 2017.

Ms. Southern-Heathcott is also Chair of Travel Alberta and serves on the Boards of ATCO Structures & Logistics Ltd., Sentgraf Enterprises Ltd. and TELUS Calgary Community Board.

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.

Skills and Experience	
Primary Areas of Expertise	Functional Experience
Energy Industrials Utilities	CEO Experience Governance Human Resources/Compensation International Business Marketing/Sales Operations Risk Management Corporate Social Responsibility

ATCO Board/ Committee memberships in 2022	Attendance			2022 AGM Voting Results		
	Board (Vice Chair)	8 of 8	100%	Votes For:	11,651,292	99.97%
Other public company boards and committee memberships	Company	Since		Position		
	AKITA Drilling Ltd.	1992		Chair, Director, and Chief Executive Officer		
	Canadian Utilities Limited*	2000		Vice Chair, Director, and member of the Pension Fund Committee		
CU Inc.*	2017		Vice Chair and Director			
Shares held	ATCO**			Canadian Utilities**		
	Class I Shares	30,540		Class A non-voting	19,003	
	Class II Shares	10,350		Class B common	4,159	
<b>Total compensation in 2022:<sup>†</sup></b>		<b>\$449,500</b>				

\*CU Inc. is controlled by Canadian Utilities, which is controlled by ATCO.

\*\*Shares held by the Majority Share Owner are excluded. Ms. Southern-Heathcott is one of three trustees of the Spousal Trust. See Majority Share Owner on Page 1.

<sup>†</sup> Consists of fees earned as a director of ATCO, and fees from ATCO's subsidiaries.



## NORMAN M. STEINBERG

Primary residence	Côte Saint-Luc, Québec, Canada
Director since	2021
Age	73
Independent	

Norman M. Steinberg is Vice-Chair of BFL Canada, where he also sits on the Board of Directors and chairs the Governance Committee.

From April 2017 to July 2019, Mr. Steinberg was Chair Emeritus of Norton Rose Fulbright Canada. Previously, Mr. Steinberg was Co-Chair and then Chair of Norton Rose Fulbright and its predecessor firm, Ogilvy Renault. He was also Global Chair of Norton Rose Fulbright, one of the largest law firms in the world with 4,000 lawyers in 60 offices. At Norton Rose Fulbright and its predecessor firms, Mr. Steinberg focused on mergers and acquisitions, corporate finance, privatization and corporate governance.

Mr. Steinberg is also Co-Chair of Dorel Industries where he chairs the Corporate Governance and Nominating Committee, a Director of Fiera Capital where he chairs the Nominating and Governance Committee, Senior Advisor to Persistence Capital Partners (private equity), Co-Chair of Women in Governance, Chair of the Board of Governors of the Montreal Symphony Orchestra, Vice-Chair (former Chair) of The McGill University Health Centre Foundation, member of the Board of Directors and Organizing Committee as well as former Canadian Co-Chair of the Australia-Canada Economic Leadership Forum, Strategic Advisor of Voyager Metals Inc., Senior Advisor of Teneo, and Vice-Chair of the Board of Advisors of Alexa Translations.

He served as a director of numerous other boards, including Gildan Activewear, Canadian Marconi Company, Centraide of Montreal and the Foundation of the Montreal Museum of Fine Arts. He was former president of the Canadian Club of Montreal and former Chairman of the Mount Royal Club of Montreal.

Mr. Steinberg holds a Bachelor of Science and a Bachelor of Civil Law from McGill University in Montreal, Québec.

Skills and Experience	
Primary Area of Expertise	Functional Experience
Legal	Governance Human Resources/Compensation Government/Regulatory International Business Accounting/Finance/Economics Marketing/Sales Risk Management Climate Change and Environment Corporate Social Responsibility

ATCO Board/ Committee memberships in 2022	Attendance			2022 AGM Voting Results		
	Board	7 of 8	88%	Votes For:	11,652,155	99.98%
GOCOM*	2 of 2	100%				
Other public company boards and committee memberships	Company	Since		Position		
	Dorel Industries Inc.	2018		Co-Chair of the Board, Director, and Chair of the Corporate Governance and Nominating Committee		
	Fiera Capital	2019		Director, and Chair of the Nominating and Governance Committee		
Shares held	ATCO			Canadian Utilities		
	Class I Shares	6,034		Class A non-voting	—	
	Class II Shares	—		Class B common	—	
<b>Total compensation in 2022:</b>		<b>\$222,890</b>				

\*Mr. Steinberg joined GOCOM on May 11, 2022.



## ROGER J. URWIN, PhD, C.B.E.

Primary residence	London, England
Director since	2014
Age	77
Independent	

Dr. Urwin is the Lead Director of Canadian Utilities, Chair of the Board of Directors of ATCO Australia Pty Ltd and Chair of 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 US, 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, UK.

Skills and Experience	Functional Experience	
Primary Areas of Expertise		
Energy Telecommunications Utilities	CEO Experience Governance Human Resources/Compensation Government/Regulatory	International Business Operations Risk Management Safety and Health

ATCO Board/ Committee memberships in 2022	Attendance			2022 AGM Voting Results		
	Board	8 of 8	100%	Votes For:	11,651,855	99.97%
Audit & Risk	4 of 4	100%				
Other public company boards and committee memberships	Company	Since		Position		
	Canadian Utilities Limited*	2020		Lead Director and member of the Corporate Governance, Nomination, Compensation and Succession Committee and the Audit & Risk Committee		
Shares held	ATCO			Canadian Utilities		
	Class I Shares	12,578		Class A non-voting	21,533	
	Class II Shares	—		Class B common	—	
<b>Total compensation in 2022:**</b>		<b>\$852,469</b>				

\*Canadian Utilities is controlled by ATCO.

\*\*Consists of fees earned as a director of ATCO, and fees from ATCO's subsidiaries.



## SUSAN R. WERTH

Primary residence	Calgary, Alberta, Canada
Director since	2014
Age	66
Independent	

Ms. Werth retired as Senior Vice President & Chief Administration Officer, ATCO Ltd. and Canadian Utilities Limited in May 2014. In this role Ms. Werth was responsible for Human Resources, Corporate Secretarial, Marketing and Communications, Security, Real Estate, Aviation and Administration. She was Chair of ATCO's Disclosure, Management Pension, Crisis Management, and Donations & Sponsorship Committees. She was Vice President, Administration, ATCO Group from 1995 to 2000. During her career, Ms. Werth has gained a wealth of experience and brings significant insight into all aspects of ATCO's business. Ms. Werth is also on the Board of ATCO Structures & Logistics Ltd. and Sentgraf Enterprises Ltd.

Skills and Experience	Functional Experience	
Primary Areas of Expertise		
Energy Industrials Utilities	Governance Human Resources/Compensation	Marketing/Sales Risk Management Corporate Social Responsibility

ATCO Board/ Committee memberships in 2022	Attendance			2022 AGM Voting Results		
	Board	8 of 8	100%	Votes For:	11,649,377	99.95%
	Audit & Risk	4 of 4	100%			
	GOCOM	4 of 4	100%			
Other public company boards and committee memberships	Company	Since		Position		
	N/A	N/A		N/A		
Shares held	ATCO			Canadian Utilities		
	Class I Shares	20,049		Class A non-voting	9,762	
	Class II Shares	—		Class B common	—	
<b>Total compensation in 2022:*</b>		<b>\$260,500</b>				

\*Consists of fees earned as a director of ATCO, and fees from one of ATCO's subsidiaries.

## SKILLS MATRIX

GOCOM ensures that the Board includes members with a broad range of experience and expertise so that it is able to effectively carry out its mandate. The matrix below shows the experience and expertise that each director nominee brings to the Board.

	Robert T. Booth	Jason T. Kenney	Robert J. Routs	Nancy C. Southern	Linda A. Southern-Heathcott	Norman M. Steinberg	Roger J. Urwin	Susan R. Werth
<b>Primary Areas of Expertise</b>								
<b>Energy</b>	✓	✓	✓	✓	✓		✓	✓
<b>Financial Services</b>			✓					
<b>Industrials</b>		✓	✓	✓	✓			✓
<b>Legal</b>	✓	✓				✓		
<b>Telecommunications</b>			✓				✓	
<b>Transportation</b>		✓	✓					
<b>Utilities</b>	✓	✓	✓	✓	✓		✓	✓
<b>Functional Experience</b>								
<b>CEO Experience</b> Experience as a CEO for a publicly listed company or for a major organization with international operations or similar complexity. Possesses leadership qualities and the ability to identify and develop those qualities in others. Demonstrates a practical understanding of strategy and risk management and know how to drive change and growth.		✓	✓	✓	✓		✓	
<b>Governance</b> Significant experience overseeing governance practices, may have been gained through significant work on a corporate governance committee or through experience serving as a senior executive of a public company.	✓	✓	✓	✓	✓	✓	✓	✓
<b>Human Resources/Compensation</b> Significant experience overseeing human resources and compensation design for a large organization. Understands the various components of executive compensation structure and how they inter-relate when attracting, motivating and retaining top candidates.	✓	✓	✓	✓	✓	✓	✓	✓
<b>Government/Regulatory</b> Significant experience working with local, provincial, national or international governments or gained public relations or government experience as a senior executive. Strong understanding of regulatory and non-governmental organizations that affect the Company's business.	✓	✓	✓	✓		✓	✓	



	Robert T. Booth	Jason T. Kenney	Robert J. Routs	Nancy C. Southern	Linda A. Southern-Heathcott	Norman M. Steinberg	Roger J. Urwin	Susan R. Werth
<b>Functional Experience</b>								
<b>International Business</b> Significant experience managing a global enterprise across multiple jurisdictions with exposure to a range of political, cultural and business environments.	✓	✓	✓	✓	✓	✓	✓	
<b>Accounting/Finance/Economics</b> Significant financial experience as a senior officer responsible for an organization or experience working as a senior officer in financial accounting, reporting and corporate finance with knowledge of internal controls.			✓	✓		✓		
<b>Marketing/Sales</b> Significant experience overseeing marketing and sales as a senior executive.		✓	✓	✓	✓	✓		✓
<b>Operations</b> Significant experience overseeing operations as a senior executive with a practical understanding of operating plans and business strategy.		✓	✓	✓	✓		✓	
<b>Risk Management</b> Significant experience as a senior executive overseeing the various risks facing an organization with oversight of appropriate policies and procedures to effectively manage risk.	✓	✓	✓	✓	✓	✓	✓	✓
<b>Safety and Health</b> Significant experience in the areas of health and safety, including knowledge of industry regulations and a commitment to best practices for workplace safety.	✓		✓	✓			✓	
<b>Climate Change and Environment</b> Significant experience with regulations, best practices and strategic business initiatives related to environmental issues.	✓	✓	✓	✓		✓		
<b>Corporate Social Responsibility</b> Significant experience in the areas of corporate social responsibility and community relations. Experience building partnerships and positive relationships with Indigenous groups to enhance economic and social development.	✓	✓	✓	✓	✓	✓		✓

## INDEPENDENCE

GOCOM and the Board annually review the status of each director to determine whether he or she is independent based on the criteria of the Canadian Securities Administrators as set out in National Instrument 52-110 – *Audit Committees*. A majority of ATCO directors are independent.

Under ATCO's current leadership structure, the office of Chair is held by Ms. Southern. The Board continues to ensure that it can function independently and objectively from management with the appointment of Dr. Routs as the independent Lead Director.

The following table summarizes the independence status of each director nominee and, where applicable, the reasons for the Board's determination that a particular individual is not independent.

Director	Independent	Not independent	Reason for non-independent status
Robert T. Booth	✓		
Denis M. Ellard*	✓		
Jason T. Kenney**	✓		
Michael R.P. Rayfield*	✓		
Robert J. Routs	✓		
Nancy C. Southern		✓	As Chair & Chief Executive Officer, has a material relationship with ATCO.
Linda A. Southern-Heathcott		✓	As an immediate family member of the Chair & Chief Executive Officer, has a material relationship with ATCO.
Norman M. Steinberg	✓		
Roger J. Urwin	✓		
Susan R. Werth	✓		

\* Mr. Ellard and Mr. Rayfield are not standing for re-election.

\*\* New Nominee.

In determining the independence of the directors, the following criteria are assessed:

- Employment by, or other relationship with, ATCO or its internal or external auditor within the preceding three year period
- Immediate family member relationships with ATCO or its internal or external auditor
- Any payment of fees by ATCO, other than directors' fees disclosed in this Circular, of more than \$75,000 to the director or to a member of his or her immediate family during any 12-month period within the last three years
- Other direct or indirect material relationships with ATCO or other factors which could interfere with the exercise of independent judgment

## IN CAMERA SESSIONS

The Board further ensures its independence by providing the opportunity for in camera sessions of only the independent directors, without management present, at regularly-scheduled meetings of the Board, Audit & Risk Committee and GOCOM. In camera sessions are chaired by the Lead Director or the committee chair. Additional in camera meetings may be requested through the Lead Director at any time. These sessions encourage the candid analysis of issues among independent directors on the Board and its committees.

## ATTENDANCE

The following table sets out the attendance of the directors at Board meetings and at meetings of the committees of which they were members during 2022. As an employee, the Chair & Chief Executive Officer is not a member of any committee but attends committee meetings as required. At the discretion of the committee chair, directors may attend meetings of committees of which they are not members.

All directors are expected to attend and participate in meetings of the Board and the committees on which they serve. Attendance of directors at meetings of the Board and committees is not necessarily indicative of the contribution made by each director, and absence from a meeting may have resulted from a variety of extenuating circumstances, including family bereavement or health issues. When a director's contribution is deemed to be unsatisfactory, interviews with such director are conducted by both the Chair and the Lead Director. A clear understanding of the Company's expectations is formally communicated to ensure improvement is achieved in subsequent periods.

Director	Board of Directors		Audit & Risk Committee		GOCOM		Total
Robert T. Booth <sup>1</sup>	8 of 8	100%			2 of 2	100%	100%
Denis M. Ellard <sup>2</sup>	8 of 8	100%					100%
Michael R.P. Rayfield <sup>2</sup>	8 of 8	100%	4 of 4	100%			100%
Robert J. Routs	8 of 8	100%	4 of 4	100%	4 of 4	100%	100%
Nancy C. Southern	8 of 8	100%					100%
Linda A. Southern-Heathcott	8 of 8	100%					100%
Norman M. Steinberg <sup>3</sup>	7 of 8	88%			2 of 2	100%	90%
Roger J. Urwin	8 of 8	100%	4 of 4	100%			100%
Susan R. Werth	8 of 8	100%	4 of 4	100%	4 of 4	100%	100%
<b>Director who retired in 2022</b>							
Charles W. Wilson <sup>4</sup>	2 of 2	100%	2 of 2	100%	2 of 2	100%	100%

<sup>1</sup> Mr. Booth ceased as a member of GOCOM on May 11, 2022.

<sup>2</sup> Mr. Ellard and Mr. Rayfield are not standing for re-election.

<sup>3</sup> Mr. Steinberg joined GOCOM on May 11, 2022.

<sup>4</sup> Mr. Wilson retired from the Board on May 11, 2022.

## SERVING ON AFFILIATED PUBLIC COMPANY BOARDS

The following lists the director nominees who serve on boards of publicly-traded companies that are affiliated with ATCO. Canadian Utilities is a public company that is controlled by ATCO. CU Inc. is a public company controlled by Canadian Utilities. Sentgraf is the parent company of ATCO and AKITA Drilling Ltd., both of which are public companies. None of the directors serve together on the boards of any other public companies, except as disclosed below.

Director	Canadian Utilities Limited	CU Inc.	AKITA Drilling Ltd.
Robert T. Booth		Director	
Nancy C. Southern	Chair	Chair	Deputy Chair
Linda A. Southern-Heathcott	Vice Chair	Vice Chair	Chair
Roger J. Urwin	Director		

Mr. Steinberg serves on the boards and committees of other public companies as referenced in his biography. The Chair and GOCOM recognize the time and diligence that Mr. Steinberg devotes to his duties and responsibilities as well as his extensive qualifications and related experience. Both the Chair and GOCOM have determined that these other board memberships will not negatively affect his commitment or contribution to ATCO's Board.

## CORPORATE CEASE TRADE ORDERS OR BANKRUPTCIES

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

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

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

# GOVERNANCE

## OVERVIEW

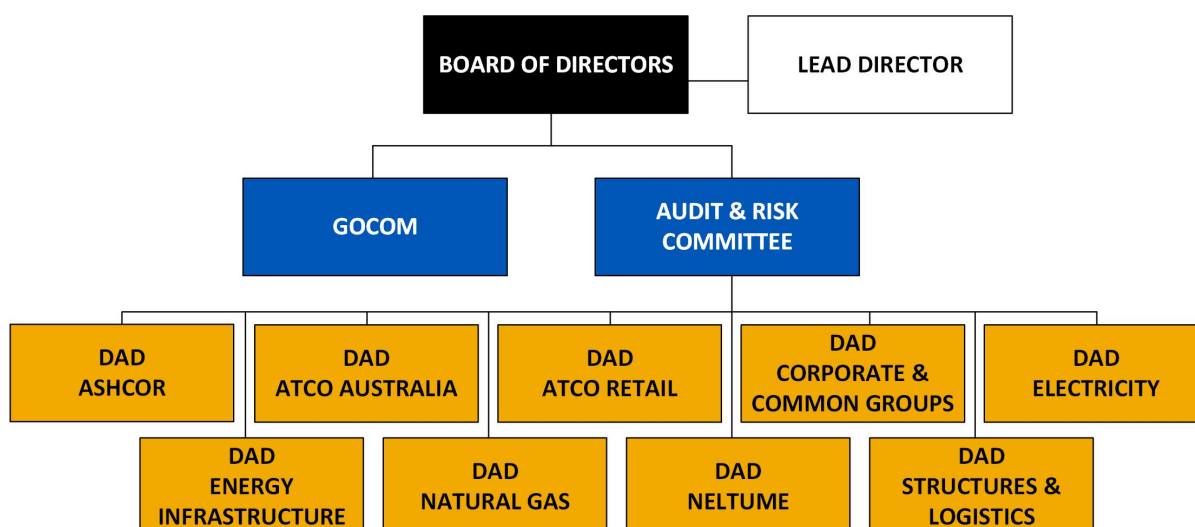
Effective corporate governance provides the foundation for ATCO's continued success. The Board is committed to good governance, always striving to ensure our corporate governance practices serve the interests of our share owners and other stakeholders, including our employees, Indigenous and community partners, and customers. We regularly evaluate our governance practices to ensure they are in keeping with the highest standards. Although ATCO does not believe in a "one size fits all" approach to governance, we comply with applicable securities laws. We have implemented a unique and effective system of corporate governance recognizing the need to provide autonomy and flexibility to our different businesses while accommodating the needs of both our regulated and non-regulated businesses. Members of the Southern family have continually maintained a controlling interest in ATCO since its formation. We are of the firm belief that the existence of a long-standing majority share owner is of fundamental importance to our governance and operations, and ensures that there is a high degree of alignment among share owners. The Company has had a consistently high-performing Board and senior management team that creates long-term value for our share owners.

## MAJORITY CONTROLLED COMPANY

ATCO is a majority controlled company as defined in the TSX Company Manual. As such, there is no requirement for, and we do not have, a majority voting policy. The Majority Share Owner (see Page 1) has control over 11,483,120 Class II Shares which represents 92 per cent of the voting rights. Due to the level of control exercised by the Majority Share Owner, we are of the view that the introduction of a majority voting policy would introduce unnecessary complexity into the director selection process while having no impact on the outcome.

## THE BOARD AND ITS COMMITTEES

The role of the Board has evolved to provide oversight to an organization with diverse and distinct Business Units. Effective oversight and diligence is provided by the Board, the Lead Director, the Audit & Risk Committee and GOCOM. Although not required by securities laws, some of ATCO's governance tools, such as the use of Designated Audit Directors (DADs) and the risk review program, have been implemented, in part, as a result of the influence of the Majority Share Owner as a means of ensuring long term value.



## Roles and Responsibilities of the Board

### *Board of Directors*

The Board is responsible for ensuring effective leadership and providing oversight for strategy, risk management, sustainability, diversity, succession planning, and corporate governance. In 2022, the Board held six regularly-scheduled meetings and two additional meetings. The frequency and length of meetings and the agenda items depended on the circumstance. Meetings were highly detailed and well attended. They were conducted in an atmosphere that encouraged participation and independence. The independent directors had the opportunity to hold in camera sessions, without management present, at all regularly-scheduled meetings of the Board, Audit & Risk Committee and GOCOM. Additional in camera meetings may be requested through the Lead Director at any time.

### *Lead Director*

In 1995, ATCO was among the first public companies in Canada to introduce the concept of a lead independent director. Dr. Routs is the current Lead Director for the Company and was appointed to this position on July 22, 2021. The Lead Director provides the Board with the leadership necessary to ensure independent oversight of management. The Lead Director must be an independent director and is a member of GOCOM.

### *Corporate Governance - Nomination, Compensation & Succession Committee (GOCOM)*

The GOCOM Committee oversees our corporate governance practices. It is comprised of some of our most senior and experienced directors. In addition to assessing individual and combined directors' performance, GOCOM oversees succession planning and evaluates senior executive officers' compensation and performance. GOCOM also reviews the size and composition of the Board and considers candidates as director nominees for approval by the Board and election by the share owners.

### *Audit & Risk Committee*

The Audit & Risk Committee oversees accounting and financial reporting as well as risk management and control practices. The committee is chaired by an experienced independent director. Each committee member is an independent director and financially literate as defined in National Instrument 52-110 – *Audit Committees*. More information on the financial literacy of Audit & Risk Committee members and the mandate of the Audit & Risk Committee can be found in ATCO's annual information form which is available on our website ([www.ATCO.com](http://www.ATCO.com)) and SEDAR ([www.sedar.com](http://www.sedar.com)).

The committee also reviews risks and opportunities that could materially affect the Company's ability to achieve strategic and operational objectives and is responsible for ensuring that management addresses risks by implementing appropriate mitigation measures. The committee satisfies itself that each Business Unit has adequate systems to monitor and comply with applicable human capital and environmental legislation. The committee receives information regarding risks and significant trends and reviews the summary of our safety, environmental and Code of Ethics compliance, through Stewardship Reports which are presented on a bi-annual basis. The committee receives regular reports from ATCO's senior management who provide expertise and support for their specific areas of responsibility. ATCO's Chief Executive Officer provides regular reports to the Audit & Risk Committee.

### *Designated Audit Directors*

Designated Audit Directors (DADs) are generally directors of either ATCO or Canadian Utilities. Each DAD is assigned to one of our Business Units to provide oversight based on their strengths and experience in various industry sectors. DADs perform both audit and risk functions. DADs meet quarterly with senior management of their respective Business Unit, and annually with internal and external auditors. DADs review the financial statements and operating results quarterly, review risks twice yearly, and report on both operating results and risks to the Audit & Risk Committee. The Audit & Risk Committee annually reviews the mandate of the DADs.

## **STRATEGIC PLANNING**

The Board is responsible for ensuring there are long-term goals and a strategic planning process in place, as well as approving a strategic plan for the Company on an annual basis. At the heart of our strategy is the desire to be a unified provider of essential services for our customers, allowing them to avoid the challenges of utilizing a fragmented network of providers. Our strategic plan is focused on diversifying our mix of portfolio investments into new markets and business lines and prudently deploying capital to deliver value to share owners through earnings and dividend growth. Through the strategic planning process, senior management and our directors ensure our long-term strategy aligns to our five core strategic pillars of innovation, growth, financial strength, operational excellence, and community involvement. A comprehensive three to four-day strategy session is held each year for this purpose where directors discuss the Company's long-term plans with senior management.

The health and safety of people is the first consideration in everything we do. Additionally, our Company has been a champion of diversity, equity and inclusion for many years. Energy innovation is central to ATCO's strategy and includes the deployment and use of cleaner fuels, renewable energy growth, energy infrastructure and storage expansion, energy efficiency and the capture of carbon. This strategy, paired with our existing footprint, assets and expertise, uniquely positions our Company to enable our customers to affordably achieve their own emissions and energy goals.

Throughout the year, the Board monitors management's progress toward achieving these strategic priorities. Updates are provided to the Board regarding the capital resources required to implement our strategy including relevant regulatory, and environmental, social and governance (ESG) issues that may impact our strategy. As a principally controlled organization focused on long-term prosperity, sustainability continues to be a strategic imperative for our Company.

Our Management's Discussion and Analysis includes more information about ATCO's strategic priorities. The 2022 Management's Discussion and Analysis is available on SEDAR at [www.sedar.com](http://www.sedar.com) and our website at [www.ATCO.com](http://www.ATCO.com).

## **RISK MANAGEMENT**

The Board is responsible for understanding the principal risks of the business and achieving an appropriate balance between the risks incurred and the potential return to share owners. We have an established enterprise risk management process that allows us to identify and evaluate risks by both severity of impact and probability of occurrence. The Board's responsibilities include confirming there are systems in place that effectively monitor and manage these different risks with a view to the long-term viability of the Company. The high level of engagement of Board members, as well as their extensive experience, contributes to the effectiveness of the Board's risk oversight program. The Audit & Risk Committee and Designated Audit Directors (as described above) support the Board in meeting these objectives.

## **Environmental, Social and Governance**

As a provider of essential services in diverse communities around the world, ATCO has always had a long-term approach to managing and minimizing our environmental impacts. We also recognize that our success depends upon people and respectful and meaningful relationships. ESG and related issues are integrated within our enterprise risk management process. Good governance underpins our ability to effectively manage risks and create long-term value for our share owners and long-term benefits for other stakeholders including our employees, Indigenous and community partners, business partners, and customers. We regularly evaluate our practices to ensure they are aligned with international standards for assessing sustainability and climate-related issues.

Our risk management evaluation includes human capital related risks and climate-related risks relating to transitional (policy/regulatory, market, technology and reputational) and physical factors. We also consider climate-related opportunities such as resource efficiency, cleaner energy sources, innovative products and services, access to markets, and climate change resilience and adaptation. The Board's responsibilities for ESG oversight includes the integration of ESG priorities, risks and opportunities in the strategic planning process. Our business groups prepare Stewardship Reports, which are presented to the Audit & Risk Committee on a bi-annual basis, and include topics such as safety, environment and Code of Ethics



compliance. The Audit & Risk Committee, comprised of independent directors, has the greatest oversight of our sustainability reporting.

At ATCO, the sustainability team reports through the Senior Vice President, Finance, Treasury, Risk & Sustainability to the Chief Financial Officer. Members of senior management also oversee and contribute their expertise due to the cross-functional nature of many sustainability initiatives. Sustainability is managed collaboratively across numerous groups, including Human Resources, Government Relations, Indigenous Relations, Health and Safety, Environment, Marketing and Communications, Business Development, Corporate Governance and Secretarial, Internal Audit, and Risk Management, among others. These groups monitor best practices, develop and implement policies and standards and support our various divisions. In 2021, a Sustainability and ESG Reporting Council was formed to increase collaboration and coordination for enterprise-wide sustainability initiatives and ESG reporting. Our executive leadership team is kept informed through quarterly internal dashboards that report key performance indicators, including data regarding environmental, safety and Indigenous relations metrics. In 2022, management formed an Executive Sustainability and ESG Committee including members of the executive leadership team, with executive sponsors for each ESG target priority area. This committee will be responsible for reviewing consolidated results related to ESG targets semi-annually, and approving course correction where required.

## Cybersecurity

As our Company's reliance on technology to support business objectives and drive efficiencies grows, we have continued to increase our focus on cybersecurity. Our cybersecurity policies and strategies apply to our information technology (IT) and operational technology (OT) assets. Our risk management process includes a comprehensive cybersecurity strategy which is based upon the National Institute of Standards and Technology (NIST) Cybersecurity Framework. The controls and procedures in the IT environments are assessed against this framework on an annual basis by an independent third party. Controls and procedures in the OT environments are assessed by independent third parties on a bi-annual basis. We maintain a cybersecurity insurance policy and our technology service providers submit independently audited reports for the infrastructure and procedures they operate on our behalf. ATCO has implemented a "defense-in-depth" cybersecurity strategy to minimize the probability and impact of a cybersecurity incident, however, like most organizations we experience a small number of cybersecurity incidents each year. Events identified in the last three years have been immaterial and have not resulted in any loss of Company data or required external notification. All new employees are required to complete our cybersecurity training program with follow-up training required on an annual basis thereafter. A cybersecurity update is presented at least annually to the Audit & Risk Committee and cybersecurity metrics and issues are reviewed quarterly with the DADs.

Our Management's Discussion and Analysis includes more information about the risks applicable to ATCO. The 2022 Management's Discussion and Analysis is available on SEDAR at [www.sedar.com](http://www.sedar.com) and our website at [www.ATCO.com](http://www.ATCO.com).

## SUSTAINABILITY, CLIMATE CHANGE AND ENERGY TRANSITION

Within our group of companies, we balance the short and long-term economic, environmental and social considerations of our businesses while creating value for our customers, employees, share owners, and Indigenous and community partners. As a provider of essential services in diverse communities around the world, we operate in an inclusive manner to meet the needs of society today and for generations to come while consistently delivering safe, reliable and affordable services.

Our 2022 Sustainability Report, which will be published in May 2023, will focus on the following material topics:

- Energy Transition - energy transition and innovation, and energy access and affordability;
- Climate Change and Environmental Stewardship - climate change and greenhouse gas emissions, and environmental stewardship;
- Operational Reliability and Resilience - system reliability and availability, emergency preparedness and response, and supply chain resilience and responsibility;



- People - diversity, equity and inclusion, occupational health and safety, public health and safety; and
- Community and Indigenous Relations - Indigenous engagement, economic opportunity and reconciliation, and community engagement and investment.

In January 2022, ATCO released a commitment to achieve net zero greenhouse gas emissions by 2050 and released an initial set of 2030 ESG targets. ATCO's Board recognizes and fully supports the achievement of these targets which align with ATCO's strategic direction. More detailed information and progress towards these targets can be found in the 2022 Sustainability Report which will be published in May 2023.

The Sustainability Report is based upon the internationally recognized Global Reporting Initiative (GRI) Standards. Our reporting is also guided by the Sustainability Accounting Standards Board (SASB) and the Financial Stability Board's Task Force on Climate-related Financial Disclosures' (TCFD) recommendations. The 2021 Sustainability Report, Sustainability Framework Reference Document, additional governance details, our materiality assessment, and other disclosures are available on our website at [www.ATCO.com](http://www.ATCO.com).

## Climate Change and Energy Transition

To contribute to a net zero future, we continue to pursue initiatives to integrate cleaner fuels, renewable energy and energy storage. This includes looking at ways to modernize our energy infrastructure to accommodate new and innovative sources of energy as well as ways to further use energy more efficiently. We are decarbonizing our operations and enabling our customers to transition to lower emitting sources of energy, while maintaining safety, reliability and affordability. More information about our recent projects can be found in ATCO's Management's Discussion & Analysis available on SEDAR at [www.sedar.com](http://www.sedar.com) and our website at [www.ATCO.com](http://www.ATCO.com).

## DIVERSITY, EQUITY AND INCLUSION

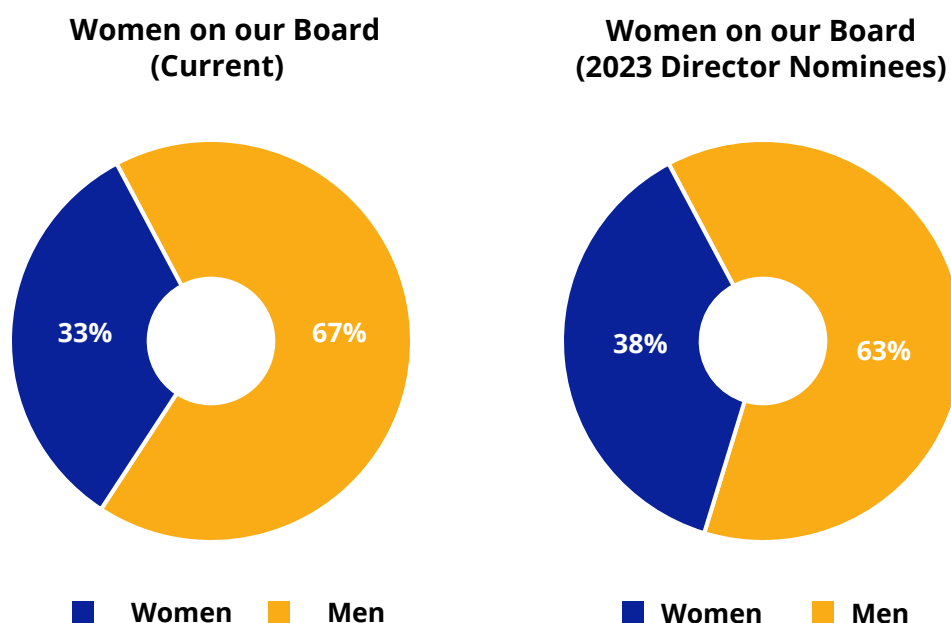
We believe that our people are our greatest combined strength. As our Company continues to evolve, so do our diverse and inclusive working environments, where a variety of perspectives and experiences are valued and encouraged. Our Code of Ethics (the Code) sets out our values which guide the conduct of all employees, officers and directors, and is supported by our Inclusive and Respectful Workplace policy. This policy encourages diversity, equity and inclusion and ensures our people have the opportunity to participate in work-related activities in an environment that is respectful and safe. We value our individual differences, our unique perspectives and backgrounds, and the variety of contributions each of us brings to work. Aligning with these values, it is our policy to select people from the most qualified pool of talent and consider candidates based on merit. Our approach enables us to make important decisions regarding the composition of our Board and senior management team based on the best interests of the Company and its share owners. In 2021, we formed a Diversity, Equity & Inclusion Council to bring together people across our business groups to amplify the existing diversity, equity and inclusion work happening across ATCO. Canada's top 100 Employers selected ATCO as one of *Canada's Top Employers for Young People* in 2023, for the second year in a row. This designation recognizes employers that offer the best workspaces and programs for anyone under the age of 25 starting out in their careers. In January 2022 ATCO announced targets which include achieving and maintaining a minimum of 30 per cent female representation on the Board and senior leadership levels, and a minimum of 25 per cent minority representation within the ATCO Group workforce.

## Board of Directors

We believe that an effectively functioning board is critical to the success of the Company, and that the Board must have the flexibility to adopt director election and composition practices that suit its unique needs and circumstances. We are focused on finding the most qualified individuals available with the skills, experience, and expertise that will complement the Board. Diversity, including gender diversity, is among many factors taken into consideration when evaluating candidates as potential directors.

GOCOM reviews the size and composition of the Board and evaluates the need for change to Board and committee composition based on an analysis of the skills, expertise and industry experience that align with the Company's strategic objectives.

We have been a leader in the representation of women on our Board and have outperformed the Financial Post 500 (FP500) for many years. ATCO currently has three women on the Board, representing 33.3 per cent of the directors. Three of the eight director nominees are women, representing 37.5 per cent of the director nominees.



Along with our Chair, GOCOM considers potential candidates who have competencies believed to complement the Board or senior management. Several mechanisms have been adopted by GOCOM and the Board in order to promote an appropriate level of Board renewal, while attributing high value to relevant industry experience, continuity and a solid track record of service, when considering potential Board members. GOCOM spends a significant amount of time reviewing Board succession and recruitment (see Performance Assessment and Director Retirement).

We have no set term limits for directors and have found that the effectiveness of our Board is not negatively impacted by having long-standing directors. Our approach is intended to contribute to strong boardroom dynamics that will give rise to a consistently high-performing Board and strong corporate performance.

### Senior Management

Appointments to the executive level are determined based upon merit, performance, expertise and experience of the individual. Diversity, including gender diversity, is among many factors taken into consideration when determining senior management appointments. The Company targets maintaining a minimum of 30 per cent female representation at the senior leadership levels. We voluntarily provide public disclosure about gender diversity within the organization in ATCO's Sustainability Report, which is available on our website ([www.ATCO.com](http://www.ATCO.com)). As of December 31, 2022, the Company's senior management included 28 women, representing 33.7 per cent.

### Indigenous Initiatives

Our Code of Ethics confirms our commitment to build and maintain positive and mutually beneficial relationships and partnerships with all the communities we serve. We recognize the importance of working cooperatively and collaboratively with all Indigenous groups including First Nations, Inuit and Métis communities. In 2021, ATCO formed an Indigenous Advisory Board comprised of senior management and members of Indigenous groups from across Canada. The mandate of the Indigenous Advisory Board includes providing advice on issues that have an impact on Indigenous communities as well as ATCO's

Indigenous relations strategy. We voluntarily disclose information about our work with Indigenous communities in ATCO's Sustainability Report, which is available on our website ([www.ATCO.com](http://www.ATCO.com)).

## DIRECTOR ORIENTATION AND CONTINUING EDUCATION

All new directors attend a briefing with the Chair, as well as several comprehensive meetings at which they receive briefings by senior management on all aspects of our business. Our new directors are also provided information about each of the business segments, the organizational structure, the by-laws, and the Board and committee mandates. Information is also provided to directors on corporate policies, including our Code of Ethics, Disclosure Practice, and Anti-Corruption Practice.

Directors, together with members of our senior management team, attend an annual strategy conference which has been held every year since 1968. This conference kicks off our annual business planning process. Strategies for operating and financial growth are discussed over three to four days consisting of presentations, plenary sessions, director discussions and recommendations.

Throughout each year, management makes presentations to our Board and its committees on key business decisions and topical issues, including reviews of annual business plans, significant contracts, strategic transactions, financing, and major capital expenditures. Presentations are also made by management in response to directors' requests. An online resource centre, which is updated with timely relevant information, is available to all directors. Our directors also attend and participate in seminars and other continuing education programs. The Company maintains a corporate membership with the Institute of Corporate Directors which provides opportunities for our directors to participate in sessions and seminars on topical governance issues. Visits to various operating sites are also arranged for our directors from time to time. Key information and education sessions hosted by the Company that were attended by our directors in 2022 are listed below:

Date	Event
March 28 - April 1	Strategy Conference
July 13	Fort Saskatchewan Site Tour
November 9 - 10	Business Planning

The Board also holds evening dinner sessions with most regularly scheduled Board meetings. These dinners provide an opportunity for directors to meet in a less formal atmosphere and get to know high-potential employees.

## PERFORMANCE ASSESSMENT

The performance of our Board, Board committees and individual directors is assessed at least annually. These assessments are facilitated by our Lead Director on behalf of our Chair. Performance evaluation questionnaires are distributed annually to each of our directors and Board committee members.

The performance evaluation questionnaires provide our directors with the opportunity to examine their collective effectiveness and identify areas for improvement. The questions address director skills and experience; preparation, attendance and availability for meetings; communication and interaction; as well as business, company, and industry knowledge. The questionnaires include an overall assessment and are reviewed by GOCOM. Each director receives a report on the Board questionnaire, with committee members receiving reports on the committee questionnaires.

Our directors are encouraged to expand their responses beyond the specific questions in the questionnaires and provide open-ended comments.

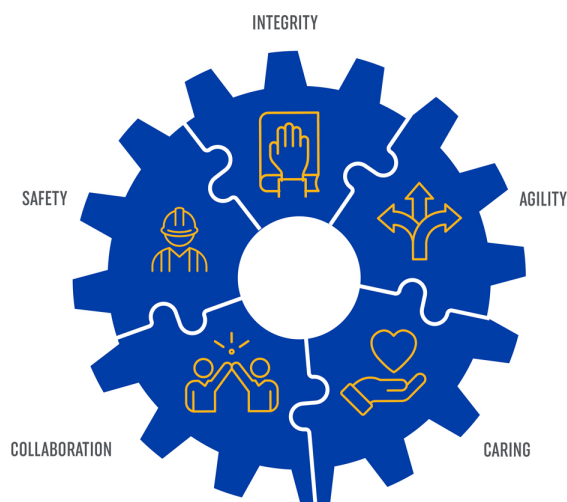
## DIRECTOR RETIREMENT

After directors turn 70 years of age, they may be asked to tender a letter of resignation to our Chair. Our Chair, together with GOCOM, evaluates whether and when to request and/or accept a resignation letter depending on the Company's needs. If a director's resignation is accepted, such resignation will generally be effective at the next annual general meeting of share owners.

## ETHICAL BUSINESS CONDUCT

Each director, officer and member of management is expected to exemplify ethical business conduct. This expectation sets the tone for all employees of ATCO. Our business conduct is guided by living our core values and adhering to our policies and practices. Our Board has adopted a written Code of Ethics which reflects our core values of safety, integrity, collaboration, agility and caring, and sets expectations for how we conduct business. Our Code of Ethics is subject to periodic review and revision to ensure it is in line with best practices.

A copy of the Code is provided to each new director, officer and employee of the Company, and everyone must acknowledge in writing that they have reviewed and will abide by the Code as a precondition of their engagement. Furthermore, on an annual basis, each of our directors, officers and employees must confirm that they have reviewed the Code.



Directors who have, or may be reasonably perceived to have, a personal interest in a potential or current transaction or agreement involving ATCO are required to declare this interest at the Board meeting at which such matter is considered. These directors are asked to leave the meeting during the discussion on the matter and must abstain from voting on such matter.

We did not file any material change reports in 2022 relating to a director's or executive officer's departure from the Code. No waivers of the Code have ever been granted to any ATCO director, officer or employee.

We maintain a hotline that employees are free to use in order to express any concerns about inappropriate business conduct. Concerns may be reported confidentially and anonymously either online or by phone. Non-employees may also submit complaints or concerns online or by phone as set out in the Integrity & Compliance section of our website ([www.ATCO.com](http://www.ATCO.com)) or to the Audit & Risk Committee Chair via our Senior Vice President, General Counsel & Corporate Secretary at 4th Floor, West Building, 5302 Forand Street S.W., Calgary, Alberta T3E 8B4.

A copy of our Code can be accessed on our website ([www.ATCO.com](http://www.ATCO.com)), on SEDAR ([www.sedar.com](http://www.sedar.com)) or by written request to our Senior Vice President, General Counsel & Corporate Secretary.

## **DISCLOSURE PRACTICE**

We are committed to providing the public with accurate, timely and fair disclosure of corporate information. We comply with all laws and regulations and ensure that our public communications are disseminated according to applicable legal and regulatory requirements. Our Disclosure Practice applies to all our directors, officers and employees. It covers written and oral communications provided to the public, including the following:

- Financial and non-financial documents
- Annual reports
- Interim reports
- News releases
- Letters to share owners
- Presentations and speeches by senior management
- Corporate websites and other communications
- Documents filed with securities regulators and the Toronto Stock Exchange
- Oral statements made to financial analysts and the public
- Interviews with the media
- News conferences

## **BOARD COMMITTEES**

Our Board and its committees have each adopted a mandate outlining their principal responsibilities. Our Board and Board committees review the mandates each year to ensure they reflect current developments in corporate governance. Any changes that are made to the mandates are approved by the Board. Our Board has also approved written position descriptions for the Chair, the Lead Director, each Board committee chair, and the Chief Executive Officer. GOCOM reviews all of these position descriptions annually.

Our Board has two standing committees that meet statutory and policy requirements:

- Audit & Risk
- GOCOM

Each committee updates the Board regularly on its respective activities and a report is provided to our Board after each committee meeting. Our Board reviews the composition of its committees each year and makes adjustments as needed.

Our Board's mandate outlines its roles and responsibilities and is attached to this Circular as Schedule A. The Board and Board committee mandates are available on our website ([www.ATCO.com](http://www.ATCO.com)).

## COMMITTEE REPORTS

This section includes reports from each of our Board's standing committees as of December 31, 2022.

### Audit & Risk Committee

#### Members

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**M.R.P. Rayfield, Chair**  
Independent



**R.J. Routs**  
Independent



**R.J. Urwin**  
Independent



**S.R. Werth**  
Independent

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The Audit & Risk Committee consists of four independent directors of the Board, each of whom is financially literate and annually elected by the Board. The Committee is responsible for contributing to the effective stewardship of the Company by assisting the Board in fulfilling its oversight of:

- The integrity of our financial statements
- Compliance with applicable laws and regulations including legal and regulatory commitments
- Independence, qualifications and appointment of our external auditor
- Performance of our internal auditor and external auditor
- Our accounting and financial reporting processes
- Audits of our financial statements
- Our risk management processes

The Committee has authority delegated by the Board to:

- Recommend the external auditor for appointment and oversee their work and compensation
- Pre-approve all audit and permitted non-audit services of the external auditor
- Conduct or authorize investigations regarding matters related to the Committee's responsibilities, including engaging independent counsel or other advisors as necessary
- Inspect the books and records of the Company and its subsidiaries and discuss such records relating to the financial position or risk related issues of the Company and its subsidiaries
- Meet with the Company's officers, external auditors or outside counsel, as necessary
- Delegate authority to one or more members of the Committee, as permitted by applicable law

The following highlights the actions taken by the Audit & Risk Committee in fulfilling its mandate in 2022:

#### Financial Reports

- Reviewed significant accounting and reporting issues to gain an understanding of how they impacted the financial statements
- Reviewed the analysis of the effects of new or revised International Financial Reporting Standards (IFRS) guidance on the financial statements and reviewed the Company's impact assessments and implementation project plans for the IFRS guidance that has been issued but is not yet in effect
- Reviewed and approved quarterly consolidated financial statements, management's discussion and analysis, and earnings press releases
- Reviewed and recommended for Board approval the annual consolidated financial statements, management's discussion and analysis, annual information form and earnings press release
- Received quarterly reports from the DADs and directors appointed to corporate entities including joint ventures and partnerships (which do not have an appointed DAD)

## Internal Controls

- Reviewed reports on the design and effectiveness of our disclosure controls and procedures as well as internal control over financial reporting
- Reviewed procedures for our financial information review and disclosure
- Reviewed and approved governance documents and committee mandates

## External Auditor

- Reviewed our external auditor's appointment and compensation and recommended to our Board for approval
- Reviewed and approved our external auditor's non-audit services
- Reviewed our external auditor's report on its internal quality control procedures
- Reviewed and assessed our external auditor's independence
- Received reports from our external auditor on quarterly and annual consolidated financial statements and management's discussion and analysis
- Reviewed and monitored the performance of the external audit function

The following table shows the fees billed for services provided to us by PwC for the past two years:

<b>For the year ended December 31, 2022</b>	<b>2022 \$MM</b>	<b>2021 \$MM</b>
Audit <sup>1</sup>	5.1	4.4
Audit related <sup>2</sup>	0.3	0.1
Tax <sup>3</sup>	0.4	1.3
All other fees <sup>4</sup>	0.2	0.2
<b>Total</b>	<b>6.0</b>	<b>6.0</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.

4 All other fees include aggregate fees paid to the external auditor for consulting services related to the Company's finance and accounting function.

## Internal Audit

- Reviewed and approved our annual Audit Plan and the Internal Audit annual budget and resource plan
- Ensured that our internal audit function has been effectively carried out and the internal auditor has adequate resources
- Reviewed internal audit reports, including management's responses, as well as quarterly reports on management's action plans to implement audit recommendations
- Reviewed and monitored the performance of the internal audit function
- Ensured we have appropriate procedures for the confidential and anonymous receipt, retention and treatment of complaints received, and reviewed reports received on the investigations of complaints

## Risk Management

- Reviewed and considered our risk-taking philosophy
- Reviewed our risk inventory and related mitigation plans
- Received presentations, reports and other information regarding risks and significant trends
- Reviewed reports from the DADs and directors appointed to corporate entities including joint ventures and partnerships (which do not have an appointed DAD) regarding any significant risks identified by management
- Reviewed and discussed the summary of our safety and environmental performance

- Satisfied itself that management has appropriate processes in place to identify, assess, manage and monitor risk
- Reviewed our insurance programs for adequacy

The Audit & Risk Committee is satisfied that it has appropriately fulfilled its mandate for the year ended December 31, 2022.

## Corporate Governance – Nomination, Compensation and Succession Committee

### Members

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**R.J. Routs, Chair**  
Independent



**N.M. Steinberg**  
Independent



**S.R. Werth**  
Independent

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<sup>1</sup> Mr. Steinberg joined GOCOM on May 11, 2022.

GOCOM is responsible for contributing to the effective stewardship of the Company. The committee assists the Board in fulfilling its oversight of corporate governance, nomination, compensation and succession.

The following highlights the actions taken by GOCOM in fulfilling its mandate in 2022:

- Assessed our Chief Executive Officer's performance and made recommendations to our Board regarding the Chief Executive Officer's base salary, annual incentive award and awards under the long-term incentive plan
- Reviewed and approved our Chief Executive Officer's report on senior executive officer performance and recommendations for base salary, annual incentive awards and awards under the long-term incentive plan
- Reviewed and approved our Chief Executive Officer's goals, objectives and corporate targets
- Reviewed succession plans for our Chief Executive Officer and senior executive officers
- Reviewed and made recommendations to our Board on potential senior executive officer appointments
- Reviewed and approved senior executive officer supplemental pension plan and perquisites
- Reviewed our corporate governance disclosure
- Reviewed and approved governance documents and Board and Board committee mandates
- Reviewed the evaluation process of Board committees, the Board and each individual director
- Reviewed and approved director compensation
- Reviewed the size and composition of our Board and considered candidates as potential nominees as directors; recommending potential director nominees for approval by the Board and for election by our share owners
- Together with our Board, reviewed the status of each director to determine whether he or she is independent based on the Canadian Securities Administrators' criteria as set out in National Instrument 52-110 - *Audit Committees*
- Continued to spend a significant amount of time on recent developments in corporate governance and disclosure
- Considered risk implications and managed risks that relate to our compensation policies and practices

GOCOM is satisfied that it has appropriately fulfilled its mandate for the year ended December 31, 2022.



# DIRECTOR COMPENSATION

GOCOM assesses the compensation of the directors and makes recommendations to our Board. GOCOM annually reviews director compensation using information from other corporations and published data. From time to time, GOCOM retains independent compensation consultants to make market comparisons and provide advice on developing appropriate compensation programs. Director compensation is reviewed to determine whether it is appropriate for the responsibilities, time commitment, and risks assumed by our directors.

## REMUNERATION

The table below shows the retainers paid to our directors in 2022.

Retainers	(\$)
Board <sup>1</sup>	195,000
Board Meetings	25,000
Lead Director	75,000
Audit & Risk Committee Chair	33,000
Audit & Risk Committee Member	15,500
GOCOM Chair	29,500
GOCOM Committee Member	4,500

<sup>1</sup> The Company has an agreement with Dr. Urwin that his retainer will be paid in the Canadian dollar equivalent of \$195,000 US.

Directors are reimbursed for travel and other expenses they incur for attendance at Board and committee meetings. Directors who are full-time salaried employees of ATCO receive no remuneration for serving as a director.

From time to time, our Board forms ad hoc committees to undertake special initiatives. The chairs and members of ad hoc committees may receive fees that are determined when the committees are formed.

## REMUNERATION SUMMARY

The table below provides a breakdown of the fees paid, on a quarterly basis, in the form of annual retainers to our non-employee directors for the year ended December 31, 2022. Other fees include retainers paid to those directors who also serve on the boards and committees of ATCO's subsidiaries, as well as retainers related to serving as DADs for the Business Units. No other forms of compensation were provided to the directors for the year ended December 31, 2022.

Ms. Southern is an employee of ATCO and did not receive compensation as a director. Ms. Southern's compensation is shown on Page 65 of this Circular.

Name	Director retainer <sup>1</sup> (\$)	Board Meeting retainer <sup>2</sup> (\$)	Committee Chair retainer <sup>2</sup> (\$)	Committee Member retainer <sup>2</sup> (\$)	Other fees <sup>3,4,5,6,7</sup> (\$)	Total fees earned <sup>8</sup> (\$)
Robert T. Booth	195,000	25,000	—	1,627	28,500	250,127
Denis M. Ellard	195,000	25,000	—	—	13,500	233,500
Michael R.P. Rayfield	195,000	25,000	21,069	5,604	17,500	264,173
Robert J. Routs	270,000	25,000	30,766	11,523	98,712	436,001
Linda A. Southern-Heathcott	195,000	22,000	—	—	232,500	449,500
Norman M. Steinberg	195,000	25,000	—	2,890	—	222,890
Roger J. Urwin	254,401	22,000	—	12,500	563,568	852,469
Susan R. Werth	195,000	25,000	—	20,000	20,500	260,500
<b>Retirement in 2022</b>						
Charles W. Wilson	69,750	7,868	9,851	5,604	696,238	789,311
<b>Total</b>	<b>1,764,151</b>	<b>201,868</b>	<b>61,686</b>	<b>59,748</b>	<b>1,671,018</b>	<b>3,758,471</b>

1 **Director retainer:** The Company has an agreement with Dr. Urwin that his retainer will be paid in the Canadian dollar equivalent of \$195,000 US.

2 **Reduced retainers:** Directors may have their retainers reduced if they act as a director, committee chair, or committee member for more than one ATCO company.

3 **Other fees:** Includes retainers for acting as a DAD.

4 **Other fees:** Ms. Southern-Heathcott, Dr. Urwin and Mr. Wilson received retainers as directors of Canadian Utilities. Mr. Booth and Ms. Southern-Heathcott received retainers as directors of CU Inc.

5 **Other fees:** Mr. Rayfield received an annual retainer as chair of the Pension Fund Committee of ATCO Structures & Logistics Ltd. Ms. Southern-Heathcott and Ms. Werth received meeting retainers as members of the Pension Fund Committee of ATCO Structures & Logistics Ltd. Mr. Wilson received meeting attendance fees as a director of ATCO Structures & Logistics (USA) Inc.

6 **Other fees:** Dr. Routs, Dr. Urwin and Mr. Wilson received fees and superannuation contributions as directors of ATCO Australia Pty Ltd. Dr. Urwin received fees for acting as a director of LUMA Energy, LLC.

7 **Other fees:** Mr. Wilson received a retirement allowance of \$440,000 and a gift in recognition of his long-standing service to the Company.

8 **Total fees earned:** Mr. Wilson retired from the Board May 11, 2022 and his retainers have been prorated.

## Retiring Allowance

ATCO's program to provide certain non-employee directors with a one-time allowance when they retire was discontinued in November 2003. Having joined the board in 2002, prior to the discontinuance of the retirement allowance, Mr. Wilson was entitled to receive this benefit. After having served on the ATCO board for 20 years, Mr. Wilson retired on May 11, 2022, and received a payment of \$440,000 in accordance with the terms of the retirement allowance. No other directors are entitled to receive this retirement allowance.

<b>Years of Service</b>	<b>\$</b>
0 to 5	110,000
6 to 10	220,000
11 to 15	330,000
16 to 20	440,000

## DIRECTOR SHARE OWNERSHIP

All non-employee directors are required to directly or indirectly own Class I Shares and/or Class II Shares together having an aggregate market value of at least 3.0 times the value of the annual board retainer within five years of being appointed to the Board, or within five years of any change to the required market value holdings. The last change which increased the required market value holdings to 3.0 times the annual board retainer was made in January 2020. A minimum of \$30,000 of the annual board retainer is paid in Class I Shares. Until the minimum share ownership requirement is met, directors are required to receive a minimum of \$50,000 of their annual board retainer in Class I Shares. A director may, with the approval of the chair of GOCOM, have this minimum contribution amount reduced if he or she makes alternative arrangements to meet the minimum share ownership requirement within the five year timeframe.

All of our directors are in compliance with the share ownership requirement. Directors have the option of receiving up to 60 per cent of their annual board retainer in Class I Shares and/or in Class A non-voting shares of Canadian Utilities.

The following table sets out each director's ownership of Class II Shares and Class I Shares in ATCO as at March 9, 2023, and any change in the ownership interest since the previous proxy circular dated March 9, 2022.

Name	Equity Ownership as at March 9, 2022		Equity Ownership as at March 9, 2023		Net Change in Ownership		Equity at risk <sup>1</sup>	
	Class II Shares	Class I Shares	Class II Shares	Class I Shares	Class II Shares	Class I Shares	Value (\$)	Multiple of annual director retainer
Robert T. Booth	—	24,564	—	26,257	—	1,693	1,092,816	5.6
Denis M. Ellard	200	13,167	200	14,902	—	1,735	629,061	3.2
Michael R.P. Rayfield	—	33,426	—	37,494	—	4,068	1,560,500	8.0
Robert J. Routs	—	20,651	—	23,675	—	3,024	985,354	5.1
Nancy C. Southern <sup>2,3</sup>	50,600	399,480	50,600	407,518	—	8,038	19,197,419	n/a
Linda A. Southern-Heathcott <sup>3</sup>	10,350	29,379	10,350	30,540	—	1,161	1,728,545	8.9
Norman M. Steinberg	—	3,269	—	6,034	—	2,765	251,135	1.3
Roger J. Urwin	—	10,937	—	12,578	—	1,641	523,496	2.7
Susan R. Werth	—	19,347	—	20,049	—	702	834,439	4.3
<b>Total</b>	<b>61,150</b>	<b>554,220</b>	<b>61,150</b>	<b>579,047</b>	<b>—</b>	<b>24,827</b>	<b>26,802,765</b>	

<sup>1</sup> Equity at risk is shown as at March 9, 2023, and is the market value determined by reference to the closing price of Class I Shares (\$41.62) and Class II Shares (\$44.20) on the Toronto Stock Exchange.

<sup>2</sup> The requirement to own shares having a value exceeding a multiple of the annual board retainer applies only to non-employee directors. Ms. Southern is an employee and does not receive a retainer as a director. Her shareholdings and values are provided for information purposes only.


<sup>3</sup> The shares owned and controlled by the Majority Share Owner are not included in this table. Please refer to the Majority Share Owner on Page 1.

## OUTSTANDING OPTIONS

Effective August 1, 2008, our non-employee directors are no longer eligible to receive options. There were no outstanding options held by any of our non-employee directors as at December 31, 2022.

# COMMUNICATING WITH THE BOARD

We understand the importance of meaningful engagement and maintaining communication with share owners. Share owners can attend the annual meeting which provides a valuable opportunity to hear from management about the results of our business and our strategic plans and to meet and speak with directors. Investor days, attendance at industry conferences, and executive presentations and meetings are held periodically to provide updates on the Company's strategy, outlook and operations. Webcasts and investor presentations are made available at [www.ATCO.com](http://www.ATCO.com) in the investors section under Events & Presentations.

<b>You may communicate directly with the Board through the Chair &amp; Chief Executive Officer by writing to:</b>	
	Chair & Chief Executive Officer c/o Senior Vice President, General Counsel & Corporate Secretary ATCO Ltd. 4th Floor, West Building 5302 Forand Street S.W. Calgary, Alberta, Canada T3E 8B4

<b>For more general investor inquiries and information, please contact Investor Relations:</b>	
	Email: <a href="mailto:investorrelations@ATCO.com">investorrelations@ATCO.com</a>
	Telephone: (403) 292-7500
	Mailing address: Investor Relations, c/o ATCO 3rd Floor, West Building 5302 Forand Street S.W. Calgary, Alberta, Canada T3E 8B4

# COMPENSATION DISCUSSION & ANALYSIS

## OVERVIEW

This CD&A discusses ATCO's executive compensation program, and how it is structured, governed and designed to support corporate business objectives.

It discloses compensation of the Chief Executive Officer, Chief Financial Officer and the next three executives that received the highest pay as of December 31, 2022 (our named executives):

- Nancy C. Southern, Chair & Chief Executive Officer
- Katherine (Katie) J. Patrick, Executive Vice President, Chief Financial & Investment Officer
- Adam M. Beattie, President, ATCO Structures & Logistics Ltd.
- Robert (Bob) J. Myles, Executive Vice President, Corporate Development
- Rebecca (Becky) A. Penrice, Executive Vice President, Corporate Services

Adam M. Beattie's compensation expenses are 100 per cent allocated to ATCO. For the other named executives, the compensation we report here is compensation received from both ATCO and Canadian Utilities.

Every year, we apportion compensation for executives with responsibilities to ATCO and Canadian Utilities based on each company's contribution to total consolidated revenues, labour and assets. This allocation method, which has been approved by the Alberta Utilities Commission, represents an estimate of the amount of time we expect the executives will devote to each entity.

Throughout this CD&A, when we refer to *senior executives*, we mean the CEO and her direct reports (only some of whom are named executives).

The table below shows how ATCO and Canadian Utilities have shared the compensation expense of executives with dual roles over the past three years:

	Amount paid by ATCO	Amount paid by Canadian Utilities	Combined total reported in ATCO proxy circular
2022	11.0 %	89.0 %	100%
2021	11.0 %	89.0 %	100%
2020	10.0 %	90.0 %	100%

## GOVERNANCE

Executive compensation at ATCO and our subsidiaries is the overall responsibility of GOCOM.

GOCOM has three members, all of whom have experience in compensation and business:

<b>Robert J. Routs (Chair) Independent</b>	<ul style="list-style-type: none"><li>• Over 30 years' experience as a senior executive of a large international energy corporation</li><li>• Experience dealing with compensation matters</li><li>• Several years of service on public boards including serving as chair of a Canadian energy corporation and member of governance and compensation committees</li></ul>
<b>Norman M. Steinberg Independent</b>	<ul style="list-style-type: none"><li>• Extensive experience dealing with corporate governance and compensation matters</li><li>• Several years of service on public boards including serving as chair of governance and compensation committees</li></ul>
<b>Susan R. Werth Independent</b>	<ul style="list-style-type: none"><li>• Former Chief Administration Officer for ATCO and Canadian Utilities</li><li>• Extensive experience dealing with corporate governance and compensation matters</li></ul>

GOCOM has the following mandate related to executive compensation and succession planning:

## COMPENSATION APPROACH

- Annually review and determine executive compensation packages for senior executives (salary, short and long-term incentives, pension and benefits, perquisites and other compensation)
- Determine the administration, interpretation, operation and risk of the incentive plans, subject to the provisions of such plans and the rules of any applicable stock exchange
- Prepare and review, as required, public or regulatory disclosure about compensation and how performance is measured

## Succession Planning for Executives

- Review and approve potential successors to the CEO and other senior executive positions
- Review and assist with succession and professional development plans

See Page [34](#) for more information about the committee and a summary of its activities in 2022.

GOCOM is also responsible for compensation of the directors on ATCO's Board. You can read about its approach starting on Page [35](#).

## Compensation Approach

Our compensation philosophy is to provide competitive pay for competitive performance. This approach ensures the interests of executives are closely aligned with those of our share owners and supports the Company's continued success.

The approach includes three principles:

- Pay competitively
- Pay for performance
- Manage risk

## Pay Competitively

GOCOM believes that competitive compensation is essential to attract and retain talented executives in a highly competitive business environment.

Compensation is targeted at the median of our comparator peer group of companies. The peer group, developed in consultation with Mercer, consisted of Canadian companies in the utilities, midstream/ pipeline, E&P/fully integrated, materials and industrials sectors given that these are the most comparable. A majority of the companies fell within 1/3 to 3x of ATCO on key size metrics such as revenue, assets, market capitalization and enterprise value. The number of matches for Adam M. Beattie's role was insufficient using the comparator group below and, as such, the additional comparator companies set out in Schedule B were employed for Mr. Beattie. The companies listed in Schedule B are drawn from Mercer's manufacturing & logistics peer group.

<b>2022 comparator companies</b>	Algonquin Power & Utilities Corp. AltaGas Ltd. Canadian Natural Resources Limited Canadian Pacific Railway Limited Capital Power Corporation Cenovus Energy Inc. Crescent Point Energy Corp. Emera Incorporated Enbridge Inc. ENMAX Corporation EPCOR Utilities Inc. Fortis Inc. Gibson Energy Inc.	Hydro One Limited Imperial Oil Limited Keyera Corp. MEG Energy Corp. Northland Power Inc. Nutrien Ltd. Ovintiv Inc. Pembina Pipeline Corporation Stantec Inc. Suncor Energy Inc. TC Energy Corporation TransAlta Corporation
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## Pay for Performance

Executive compensation is linked to achieving goals that create sustainable share owner value:

- Each senior executive's individual goals and objectives are aligned with our strategic plan
- A portion of every senior executive's compensation is variable, based on his or her ability to influence business outcomes and financial performance
- Variable pay is linked to corporate, individual and Business Unit performance and paid when performance criteria and objectives are met or exceeded, at the discretion of GOCOM
- Long-term incentives are linked to sustainable profitable growth

## Manage Risk

GOCOM considers the implications of the risks associated with the Company's compensation policies and practices, and oversees risk management in the context of the Company's compensation programs. GOCOM manages risk in the following ways:

The incentive pool for the short-term incentive ties total compensation to corporate financial performance. This policy ensures that any bonuses paid reflect overall company financial performance during the year, as well as individual and Business Unit performance.

Total potential payout is tested to ensure it is not a significant part of the Company's earnings.

GOCOM has the discretion to adjust the size of the incentive pool, or the amount of a senior executive's compensation to ensure total compensation is appropriate and balanced between fixed and variable compensation.

Long-term incentives focus senior executives on achieving sustainable, profitable growth over the medium and long-term, so they are not encouraged to take excessive risks for short-term gain.

GOCOM has the discretion to not award incentive compensation.

Executives have a significant stake in the Company's share price performance:

- The CEO holds more than 18 times her salary in ATCO shares
- While senior executives are not required to hold ATCO shares, a portion of their total compensation is in equity-based compensation

Senior executives and directors are not allowed to use personal hedges to offset the value of their equity compensation and other ATCO securities held directly or indirectly.

GOCOM is satisfied that:

- ATCO's compensation policies and practices do not encourage any executive to take inappropriate or excessive risks that could have a materially adverse effect on the Company
- ATCO has proper practices in place to effectively identify and mitigate potential risk

## Operate Independently

When making executive compensation decisions and director nominations, GOCOM operates independently from management. All of the members of the committee are independent.

GOCOM ensures independence from management by holding in camera sessions (without management present) at each committee meeting. This strategy allows GOCOM to have candid discussions about executive compensation and director nomination.

## Independent Advice

GOCOM hires consultants for advice on:

- The structure of our executive compensation program
- Legal matters related to executive compensation

Each year, GOCOM pre-approves fees and services the consultants will provide during the year.

## Executive Compensation Advisory Services in 2022

GOCOM approved the use of two independent consultants in 2022 for information and advice on compensation.

Willis Towers Watson provided published surveys and studies regarding compensation trends and best practices. The Company has worked with Willis Towers Watson for more than 15 years.

Mercer was first engaged in 1984 and provided the following services in 2022:

- Reviewing total compensation of executive positions to comparable roles in the marketplace
- Gathering information and recommending a competitive approach on executive compensation practices
- Providing actuarial consulting services for pension and benefits
- Performing consulting services for regulatory hearings
- Providing surveys and studies

	Fees in 2022 (\$)	Fees in 2021 (\$)
<b>Willis Towers Watson</b>		
Executive compensation-related fees	-	-
All other fees	92,775	78,336
<b>Mercer</b>		
Executive compensation-related fees	171,389	179,998
All other fees	690,821	636,126

The combined total fees which are reported here are incurred by both ATCO and Canadian Utilities.

## DECISION-MAKING PROCESS

Compensation decisions are made using a five-step process that ensures executive compensation is appropriate, effective and does not encourage excessive risk taking.

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<b>1</b>	<b>Review Compensation Plan</b>	<p>At the beginning of every year, GOCOM analyzes the previous year's compensation plan against management proxy circular data from other companies and compensation data provided by outside advisors.</p> <p>It also reviews a tally sheet, prepared by management for the CEO and her direct reports, that includes a three-year history of salary, incentive plan payments, discretionary payments, perquisites, share plan ownership and grants, pension and benefits, and the expected value of long-term incentives.</p> <p>GOCOM makes any changes it believes are necessary to ensure the compensation plan:</p> <ul style="list-style-type: none"><li>• Rewards these executives based on corporate, individual and Business Unit performance</li><li>• Includes the appropriate variable components to align the interests of these executives with those of share owners</li><li>• Focuses these executives on sustainable, profitable growth without encouraging excessive risk-taking</li></ul>
<b>2</b>	<b>Set incentive plan targets and performance criteria</b>	<p>GOCOM reviews and approves the performance measures for the short-term incentive pool based on corporate and Business Unit financial targets.</p>
<b>3</b>	<b>Set individual and operational goals and objectives</b>	<p>GOCOM sets goals and objectives for the CEO based on ATCO's business strategy. The CEO establishes individual and operational goals and objectives for her direct reports, which support ATCO's business strategy and the CEO's goals, and presents them to GOCOM.</p>
<b>4</b>	<b>Assess corporate and Business Unit performance</b>	<p>GOCOM assesses ATCO and individual Business Unit performance against specified targets and, taking into consideration peer performance, market conditions and other factors, approves overall short-term incentive pool funding.</p>
<b>5</b>	<b>Determine individual awards</b>	<p>GOCOM assesses the CEO's performance. The CEO completes performance assessments for her direct reports, which include:</p> <ul style="list-style-type: none"><li>• An analysis of performance against his or her goals and objectives, commenting on demonstrated delivery of results, alignment to ATCO's values and business objectives, and the executive's ability to develop and mentor high-potential employees</li><li>• Recommendations for each senior executive's salary</li><li>• Recommendations for short and long-term incentives for each senior executive</li></ul> <p>GOCOM reviews this information, along with market data provided by independent advisors, and approves each senior executive's compensation.</p>

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## COMPONENTS

Our executive compensation program includes direct and indirect compensation. Direct compensation consists of two components:

- Fixed (base salary)
- Variable (short and long-term incentives)

Indirect compensation includes a pension plan and other benefits, which are described starting on Page [48](#).

### Direct Compensation

	Component	How it works	How it is paid	Performance period
Fixed	Salary	Fixed level of income based on the market value of the position	Cash	One-year
	Short-term incentive	Annual bonus based on the achievement of specific goals	Cash	One-year
Variable	Long-term incentive	Rewards sustainable, profitable growth	Equity Options to buy ATCO Class I Shares and/or Canadian Utilities Class A shares	Eight-year term, with one-quarter vesting each year starting on the first anniversary of the grant

GOCOM and the CEO also have the discretion to award bonuses to senior executives for their contribution to particularly notable accomplishments or to not award annual bonuses.

Total direct compensation is targeted at the median (50th percentile) of the comparator group. Pay mix varies from year to year. The target ranges in the table below depend on the executive's responsibilities and ability to influence business results. The actual pay mix depends on corporate, Business Unit and individual performance, as well as GOCOM's discretion. This mix allows GOCOM to provide a competitive total direct compensation package while ensuring that a significant portion of each executive's compensation is performance-based, and therefore, pay at risk.

			CEO	Other senior executives
Fixed	Cash	Salary	20% to 35%	30% to 50%
Variable	Cash	Short-term incentive plan	35% to 60%	40% to 55%
	Equity	Long-term incentive plan	0% to 40%	0% to 15%
<b>Total pay at risk</b>			<b>80% to 65%</b>	<b>70% to 50%</b>
<b>Total</b>			<b>100%</b>	<b>100%</b>

### Fixed Compensation

Base salaries are targeted at the median (50th percentile) of the comparator group. GOCOM can decide to pay up to the 75th percentile to executives who consistently perform above the expectations of the role. It also has the discretion to adjust an executive's salary during the year if his or her responsibilities change.

### Variable Compensation

Variable compensation makes up a significant portion of each senior executive's total compensation. Awards and payouts are tied to corporate, Business Unit and individual performance, and in the case of equity awards, to the long-term sustainable growth of the Company.

### Corporate Performance

Corporate performance has a direct impact on short-term incentive pool funding.

### Business Unit Performance

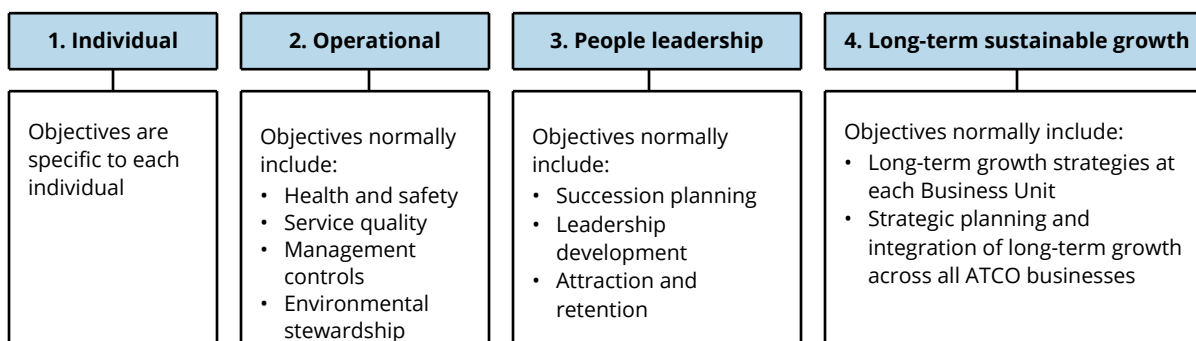
Business Unit performance has a direct impact on the amount allocated from the short-term incentive pool to the Business Unit's incentive pool.

### Individual Performance

GOCOM reviews an individual performance rating for each senior executive that is:

- Used to determine his or her short-term incentive payout
- Considered by GOCOM when deciding whether to grant long-term incentives

Each senior executive's performance is measured against both individual and Business Unit objectives in four categories, as outlined below. Specific objectives are set for each category based on the senior executive's areas of responsibility.



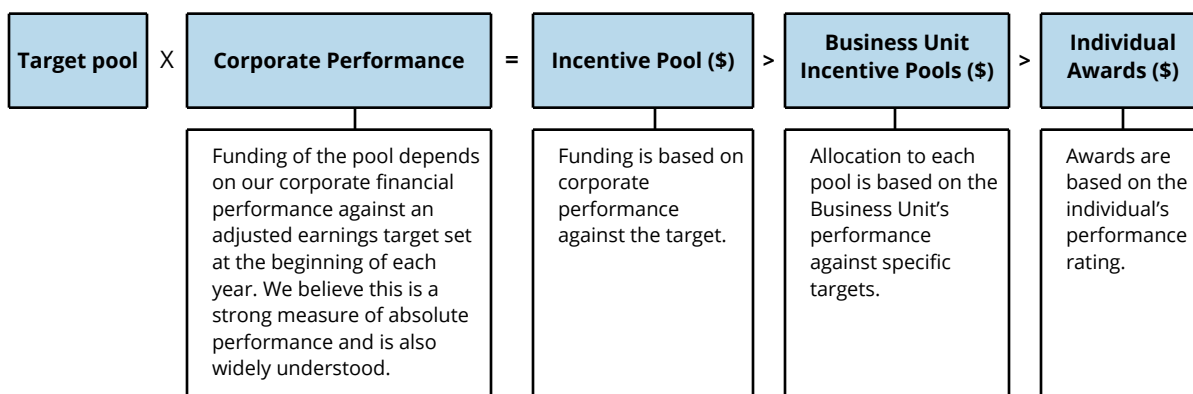
Performance against these objectives results in a performance rating ranging from Did Not Meet to Significantly Exceeding. A rating of Significantly Exceeding receives the maximum payout from the short-term incentive plan. A rating below Meets Expectations does not receive a payout (assuming it is not a new role).

GOCOM also has broad discretion to not make incentive payments.

### Short-Term Incentive

Funding of the short-term incentive pool depends on our performance against the corporate financial target set at the beginning of each year. Performance below the target reduces the size of the incentive pool, and performance above the target increases the size of the incentive pool.

The size of the individual award is determined by four factors: 1) the size of the overall incentive pool, 2) the amount allocated to the Business Unit from the incentive pool, 3) the executive's individual performance rating and 4) comparing the individual's total direct compensation relative to his or her peer group.



### Long-Term Incentive

GOCOM awards long-term incentives at its discretion, based on a senior executive's total direct compensation and individual performance. In previous years, long-term incentives had been granted in the form of stock options and/or share appreciation rights (SARs). In 2020, GOCOM approved the decision to grant long-term incentives only in the form of stock options.

While the Company no longer grants SARs under its share appreciation rights plans, SARs granted prior to 2020 remain outstanding. SARs have a ten year term, with one fifth vesting each year starting on the first anniversary of the grant. Vested SARs, when exercised, provide for a cash payment equal to any increase from the grant price to the market price at time of exercise.

### Equity Compensation Plan – Stock Option Plan

ATCO's use of stock options to acquire Class I Shares is an important component of its incentive compensation arrangements for officers and key employees of ATCO and its subsidiaries. We believe that this practice achieves alignment between executives and share owner interests and assists in attracting and retaining qualified and motivated senior executives and employees.

Since its inception in 1994, the Stock Option Plan has required the maintenance of a reserve of Class I Shares to cover the options granted to participants. This reserve must be replenished from time to time so that the Company has a sufficient number of Class I Shares to cover new option grants. In May 2022, share owners approved an ordinary resolution to replenish the share reserve which maintained the fixed maximum number of Class I Shares authorized for issuance at 10,200,000. The replenishment of the Class I Shares reserved for issuance under the Stock Option Plan was also approved by the TSX.

A summary of the material terms of the Stock Option Plan is set out in Schedule C.

## Indirect Compensation

### Perquisites

Senior executives receive standard perquisites, including a company vehicle, parking, a club membership, financial advice and a medical health assessment.

### Employee Share Purchase Plan

Senior executives and employees can contribute up to 10 per cent of their base salary to the employee share purchase plan. The Company matches 25 per cent or 35 per cent of their contribution.

### Pension Plans

The named executives participate in either the Retirement Plan for Employees of Canadian Utilities Limited and Participating Companies (Canadian Utilities plan) or the Retirement Plan No. 1 for Salaried Employees of ATCO Structures & Logistics Ltd. and Participating Companies (ATCO Structures plan). Both plans have a defined benefit (DB) and a defined contribution (DC) component.

Nancy C. Southern participates in the DB component of the Canadian Utilities plan. Katie J. Patrick, Bob J. Myles and Becky A. Penrice participate in the DC component of the Canadian Utilities plan and Adam M. Beattie participates in the DC component of the ATCO Structures plan.

How the DB component works:

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

How we calculate the pension benefit:

$$\left[ 1.4\% \times \begin{array}{l} \text{average year's maximum} \\ \text{pensionable earnings} \\ (\$59,700 \text{ in } 2022) \end{array} + 2\% \times \begin{array}{l} \text{average salary (highest five consecutive} \\ \text{years of base salary, not including} \\ \text{short-term incentive) } \textit{minus} \$59,700 \end{array} \right] \times \begin{array}{l} \text{Years of} \\ \text{service} \end{array}$$

How the DC component works:

- Executives do not contribute to the plan
- The Company contributes 10 per cent of base salary up to the maximum permitted by the *Income Tax Act* (Canada) which was \$30,780 in 2022
- Participants are responsible for the investment decisions in the DC plan and may invest contributions in a broad selection of funds

### Supplemental Pension Benefits

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

How it works:

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

Nancy C. Southern's supplemental pension benefit is part of her employment agreement with ATCO (see Page 65). Her benefits are calculated as 80 per cent of the average of the highest five years of cash compensation (salary and short-term incentives) throughout her career.

# 2022 PERFORMANCE AND AWARDS

## INNOVATION

### New and existing products and services

#### STRUCTURES

2022 Target	Demonstrate continued product and service expansion within ATCO Structures to diversify revenue, expand customer base, achieve market penetration, and improve manufacturing and installation.
Performance	<p>ATCO Structures expanded its product and service offering with the Bechtel Pluto Train II project, a major project that supplements the base trade and rental activity of the Western Australia business. The project scope includes a significant component of relocating and refurbishing existing client assets, augmenting Structures' typical service offerings of manufacturing and installation elements.</p> <p>In December 2022, Structures acquired Triple M Housing Ltd., a leading manufacturer of factory-built, modular housing. This acquisition establishes Structures' presence in the North American residential housing market, and provides new capabilities in the construction and sale of single family modular homes.</p>

#### ASHCOR

2022 Target	Continue to build and enhance Ashcor's business model for the processing and marketing of ash within the North American market.
Performance	<p>In 2022, Ashcor developed key strategic partnerships with leading civil construction and engineering firms, positioning us to offer a turnkey solution to utilities desiring closure-by-removal and beneficiation solutions.</p> <p>Through the collection of critical operating information and the extensive knowledge gained from the operation of our flagship Alberta facility, we will shorten the time to establish and ramp up production, facilitating the swift establishment of Reclaimed Ash Management (RAM) operations in potential new locations.</p>

#### CANADIAN UTILITIES

2022 Target	Continue to progress Canadian Utilities' energy transition strategies across the regulated and non-regulated energy businesses to increase ownership, develop or manage renewable generation, energy storage and/or clean fuel facilities, and/or modernize natural gas and/or electricity delivery.
Performance	<p>Utilities and Energy Infrastructure continued to focus on energy transition with a specific emphasis on renewable generation, hydrogen blending, clean fuels and energy storage. Through the calendar year we announced or provided updates on the following projects (further details can be found in the Business Unit Performance section of management's discussion and analysis for the year ended December 31, 2022 (MD&amp;A)):</p> <ul style="list-style-type: none"><li>• Suncor Energy Inc. Renewable Energy Portfolio Acquisition;</li><li>• Suncor ATCO Heartland Hydrogen Hub (SAH3);</li><li>• Atlas Carbon Sequestration Hub (Atlas Hub);</li><li>• Empress and Calgary Solar Development Projects;</li><li>• Central West Pumped Storage Hydro project, Australia;</li><li>• Canadian Pacific (CP) Hydrogen Locomotive Project;</li><li>• Beaver Creek Solar Facility and Burwash Landing Wind Facility Electricity Purchase Agreements; and</li><li>• Clean Energy Innovation Hub &amp; Hydrogen Refuelling Station, Australia.</li></ul>



2022 Target	Continue to prioritize Canadian Utilities' role in working with remote communities to reduce their reliance on diesel fuels in a way that continues to support economic growth, energy independence, reconciliation and community building with Indigenous peoples.
Performance	<p>The Yukon Electrical Company Limited (ATCO Electric Yukon) finalized two landmark Electricity Purchase Agreements with the Copper Niisüü Limited Partnership as well as the Kluane First Nation for the upcoming Beaver Creek solar and the Burwash Landing wind facilities. Once complete, these projects will support the White River and Kluane First Nations to reduce reliance on diesel power, achieve greater energy autonomy, and generate economic benefits for the next 30 years.</p> <p>In 2022, Canadian Utilities was selected as the partner and commenced construction on the Métis Crossing Solar Project (MCSP), a community generation solar project located in Smoky Lake County at Métis Crossing, a signature cultural destination of the Métis Nation of Alberta (MNA). The MCSP is a collaboration between the MNA, the Town of Smoky Lake, and Smoky Lake County. The development of the solar facility will provide economic and community benefits to all community partners.</p> <p>In 2022, ATCO formed a partnership with Indigenous Clean Energy (ICE), which is a pan-Canadian, not-for-profit platform focused on promoting Indigenous inclusion in Canada's energy future by advancing Indigenous leadership and collaboration. This partnership provides opportunities for us to support Indigenous projects, engage and mentor the community clean energy champions, build capacity, and ensure project success.</p> <p>With participation from energy experts across our company, ATCO hosted a free four-part webinar series, "<i>The Project Lifecycle Of Remote Community Clean Energy Projects</i>". These webinars provided the opportunity for communities to learn about the critical stages and key considerations in the development of community clean energy projects. The webinars are hosted on our website and YouTube channel, extending their reach to any interested parties.</p>

## GROWTH

### Regulated and long-term contracted capital investment

#### CANADIAN UTILITIES

2022 Target	Continue to invest in Canadian Utilities' technology and the modernization of both the natural gas and electricity networks to enhance sustainability and flexibility.
Performance	<p>Electricity developed a comprehensive Grid Modernization roadmap and strategy, and the Alberta Utilities Commission (AUC) approved, as filed, the scope, timing, and 2023 forecast of this Grid Modernization program in the 2023 Cost of Service Application.</p> <p>Digitization of the grid continued with further progression on implementing the technology to support the Advanced Distribution Management Systems (ADMS). As of year end, our control centre has a dedicated SCADA (supervisory control and data acquisition) system serving our distribution grid. Additionally the deployment of Advanced Metering Infrastructure (AMI) continued to advance with a total of 8,606 installations completed in 2022.</p> <p>LUMA Energy installed 149 new automation devices in 2022 at strategic locations across Puerto Rico. These innovative devices detect outages within milliseconds, shorten outage duration and reduce the number of customers that experience an outage.</p> <p>In 2022, LUMA Energy activated distributed energy resources for 30,700 customers, representing 179-MW of distributed solar. In addition, LUMA Energy performed interconnection studies for clean energy projects representing more than 800-MW of renewable generation and 500-MW of energy storage.</p>

2022 Target	Continue to advance replacement and improvement projects in Canadian Utilities to ensure that the safety and reliability of our gas and electricity systems are properly maintained and managed.
Performance	<p>In 2022, all major components were completed for the Urban Pipeline Replacement (UPR) Program, a program to replace and relocate aging, high-pressure natural gas pipelines in the densely populated areas of Calgary and Edmonton to address safety, reliability and support future growth. Final clean up and project close outs remain to be completed in 2023.</p> <p>As part of Electricity's ongoing improvement and replacement programs, in 2022 Electricity advanced its wildfire mitigation program to address the ongoing risk of a powerline-related wildfire ignition in light of the increasing frequency of severe weather events. The program includes a focus on vegetation management in conjunction with ongoing life extension programs.</p> <p>In 2022, Electricity completed the second phase of its three phase replacement of a 97-km transmission line in central Alberta. The line will facilitate increased reliability in the region and enable the addition of renewable generation onto Alberta's electricity grid.</p>
2022 Target	Continue to implement the System Remediation Plan in LUMA Energy; designed to lift the Transmission & Distribution System to the standards of a world-class utility.
Performance	<p>While Hurricane Fiona caused significant damage across Puerto Rico, the LUMA Energy team restored service to over 90 per cent of customers impacted by the devastation of the hurricane within 12 days – a historic pace that has never been seen before in Puerto Rico. By October 10, 2022 (three weeks after the hurricane), LUMA had restored service to 99 per cent of customers.</p> <p>LUMA Energy has continued to improve the Transmission and Distribution System by implementing the System Remediation Plan and to date has advanced critical improvements to Puerto Rico's electric system including:</p> <ul style="list-style-type: none"> <li>• Replaced more than 3,800 broken and failing poles;</li> <li>• Connected over 42,000 customers to rooftop solar - adding 200-MW of clean energy to the grid;</li> <li>• Replaced over 21,100 streetlights as part of our US \$1 billion Federal Emergency Management Agency funded Community Streetlight Initiative;</li> <li>• Replaced dozens of critical distribution breakers to reduce the likelihood of future outages;</li> <li>• Restored equipment, including one substation that had not been in operation since 2010;</li> <li>• Inspected and completed engineering on the 37 worst performing feeders, of which the first six feeders' work has begun; and</li> <li>• Performed high-level assessments on 168 feeders, 118 transmission lines, and 10 substation sites to support project scoping and identifying focus areas for upcoming repairs and reconstruction.</li> </ul>
2022 Target	Increase the average contracted life of the in-service renewable generation portfolio by securing new power purchase agreements.
Performance	<p>In line with our overall generation strategy, we continue to seek opportunities to enter into long-term offtake agreements with high quality counterparties that underpin new developments and provide greater stability of cash flow and earnings for share owners.</p> <p>In 2022, Canadian Utilities entered into a 15-year power purchase agreement (PPA) with Microsoft Corporation. Under the terms of the agreement, Microsoft will purchase all renewable energy generated by Canadian Utilities' 37-MW Deerfoot solar project in Calgary, Alberta.</p> <p>Continuing into 2023, Canadian Utilities entered into a new 15-year renewable energy purchase agreement (REPA) with Microsoft Corporation. Under the terms of the agreement, Microsoft will purchase 150-MW of renewable energy generated by Canadian Utilities' newly acquired Forty Mile Wind Phase 1 Project in Alberta.</p>

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## Global expansion - continue expansion into select global markets including: North America, South America and Australia

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### STRUCTURES

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2022 Target	Continue to build sustainable growth within ATCO Structures through the expansion of the rental fleet, space rental business and permanent modular construction business in select markets.
Performance	<p>In 2022, Structures' global space rentals fleet grew by 14 per cent from 19,684 units to 22,433 units. Targeted expansion of the US space rentals fleet is a significant component of this growth with the fleet nearly doubling from 853 units to 1,703 during the year. The additional fleet is key in growing market presence in the US, and will be deployed through existing branches, and new branch locations. This includes the Denver branch, which commenced operations in 2022, and the Houston branch, which was opened during the year.</p> <p>During 2022, Structures expanded its space rentals customer base in the US, with 160 distinct customers during the year compared to only 4 distinct customers in 2021.</p> <p>In November 2022, ATCO Structures executed its sixth affordable housing project with the completion of a supportive housing permanent modular construction building located in Vernon, BC for the Government of British Columbia's BC Housing organization.</p>

2022 Target	Continue to optimize idle workforce housing fleet capitalizing on opportunities as they arise.
Performance	2022 saw Structures tailor their fleet size and unit type, primarily through the strategic sale of used and under-utilized fleet assets in the US, Canada and Australia. This strategy ensured that Structures retained sufficient capacity to support the rapidly evolving needs of customers while generating strong cashflows to refresh the workforce housing fleet and support other business objectives.

### FRONTEC

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2022 Target	Expand ATCO Frontec's North American camp business and enter the Australian market.
Performance	Based on exploratory research and a visit to Australia in 2022, a decision was made to redirect our attention from Australia to the United States. Frontec has already seen great success in the US market - six project wins over the last three years - and the opportunity to expand our offerings to include our Facilities Operations and Maintenance and Disaster and Emergency Management offerings, while expanding our market share in the camp services space. Our most recent win in 2022 of the Pogo camp, discussed below, further expands our operations in the US.
2022 Target	ATCO Frontec will expand into new geographies with the focus of servicing remote communities.
Performance	<p>ATCO Frontec announced a new contract to provide camp support services to Northern Star Resources' Pogo mine, located approximately 220-km southeast of Fairbanks, Alaska.</p> <p>The Nasittuq contracts discussed below highlight why Frontec is the preferred choice for remote community opportunities, with our strategic Indigenous partnerships, extensive knowledge of the unique operating environment, and ongoing operations in the North.</p>

2022 Target	Grow ATCO Frontec's Facilities Operations & Maintenance Business with further commercial and government clients, including large scale defence contracts.
Performance	<p>The North Warning System (NWS) Operations and Maintenance contract awarded by Public Services and Procurement Canada, on behalf of the Department of National Defence, to Nasittuq Corporation (Nasittuq), an Inuit majority-owned corporation and a partnership between ATCO Frontec and Nunasi Corporation and Pan Arctic Inuit Logistics Corporation, commenced contract year one on October 1, 2022.</p> <p>Nasittuq was also successful in rebidding the contract to continue providing support services at the Canadian Forces Station (CFS) Alert on Ellesmere Island, by Public Services and Procurement Canada, on behalf of the Department of National Defence. Nasittuq has been the incumbent provider since 2012 for this contract, and the new contract is set to commence June 1, 2023.</p> <p>ATCO Frontec successfully delivered the United Kingdom (UK) training camp for the US Defense Threat Reduction Agency (DTRA). ATCO Frontec provided a field camp for 130 personnel from DTRA and US Department of Energy in order to test their mobile facilities. The camp was mobilized in April, operated in May and demobilized in early June 2022 in accordance with schedule.</p>

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## ASHCOR

2022 Target	Ashcor to secure additional commercial agreements and ash rights in North America.
Performance	Although additional commercial agreements have not yet been secured, Ashcor has further advanced its RAM technology through continued process improvements. Additional research and development efforts have been invested in the development of mobile RAM technology, expanding the existing technologies' flexibility and potential applications, with its rapid deployment capabilities improving our business' competitiveness.

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## CANADIAN UTILITIES

2022 Target	Continue to build upon Canadian Utilities' existing renewables generation and energy storage, and invest in Clean Fuels innovation in the Energy Infrastructure business.
Performance	<p>Building on our solar and clean fuel developments, Energy Infrastructure announced in October that Canadian Utilities entered into a definitive agreement with Suncor Energy Inc. to acquire a portfolio of assets which includes a suite of operational wind facilities and a development pipeline of wind and solar projects in Alberta and Ontario. The transaction closed on January 3, 2023.</p> <p>Throughout 2022, Energy Infrastructure focused on optimizing our storage facilities, the integration of the Alberta Hub natural gas storage facility, and the completion and operation of the fifth cavern at the ATCO Heartland Energy Centre that is now storing customer products. Storage is critical to energy stability and to support the reliability of the grid as the world transitions to clean, but more intermittent sources of energy.</p> <p>SAH3 continues to make considerable progress. The hydrogen production facility will be located at ATCO's Heartland Energy Centre near Fort Saskatchewan, Alberta, and is expected to be operational as early as 2028, subject to a 2024 sanctioning decision.</p> <p>Canadian Utilities announced in September a \$9 million AUD recoverable grant had been awarded from the New South Wales Government to help fund pre-investment activities in the development of the 325-MW Central West Pumped Storage Hydro project in Australia.</p> <p>Further details can be found in Energy Infrastructures' Recent Developments section of management's discussion and analysis for the year ended December 31, 2022 (MD&amp;A).</p>

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## NELTUME PORTS

2022 Target	Seek opportunities with Neltume Ports' available cash in brownfield, greenfield and acquisition opportunities.
Performance	Growth and the deployment of capital continues to be a key priority for Neltume. In 2022, capital deployment was centered around operational improvements at existing ports. Our pipeline of opportunities in the Neltume business remains strong and we're confident that this will create meaningful opportunities for new investment.

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## FINANCIAL STRENGTH

### Credit Rating

2022 Target	Maintain investment grade credit rating.
Performance	<p>Maintained 'A (low)' long-term credit rating with stable outlook on ATCO Ltd. and 'A' long-term credit rating with stable outlook on Canadian Utilities Limited with DBRS Limited.</p> <p>Standard &amp; Poors revised its issuer rating for ATCO Ltd. and Canadian Utilities Limited from 'A-' with a negative outlook to 'BBB+' with a stable outlook.</p> <p>Fitch Ratings assigned a first-time issuer rating of 'BBB+' with stable outlook to ATCO Ltd. and 'A-' with stable outlook to Canadian Utilities Limited.</p>

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### Access To Capital Markets

2022 Target	Continue to manage liquidity and access to capital in a prudent manner that facilitates strong access to capital at appropriate rates.
Performance	<p>Despite heightened volatility and market turmoil globally, our businesses retained strong liquidity and market access in the year, with the market recognizing our financial strength and stability.</p> <p>On June 3, 2022, Canadian Utilities Limited issued \$250 million of 4.851 per cent 30-year debentures. Proceeds from this issuance were used to repay existing indebtedness, and for other general corporate purposes. The issue was oversold and completed at an attractive spread of 198 basis points above Government of Canada 30-year bond rates.</p> <p>On September 14, 2022, CU Inc. issued \$210 million of 4.773 per cent 30-year debentures. Proceeds from this issuance were used for financing capital expenditures, and for other general corporate purposes. The issue was oversold and completed at an attractive spread of 163 basis points above Government of Canada 30-year bond rates.</p>

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### Adjusted Earnings

2022 Target	Achieve adjusted earnings* as set by the Board of Directors.
Performance	Adjusted earnings of \$423 million was achieved for the year ended December 31, 2022 which was above the performance target set by the Board of Directors at the beginning of the year.

\*Adjusted earnings as reported in the consolidated financial statements for the year ended December 31, 2022, are the earnings attributable to Class I and Class II Shares after adjusting for the timing of revenues and expenses associated with rate-regulated activities and unrealized gains or losses on mark-to-market forward and swap commodity contracts. Adjusted earnings also exclude one-time gains and losses, impairments, and items that are not in the normal course of business or a result of day-to-day operations. For additional information, please see the Non-GAAP and Other Financial Measures Advisory on Page 82.

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### Internal Controls

2022 Target	Maintain and enhance management and financial processes and controls to ensure that no reportable weaknesses in control over financial reporting exist.
Performance	Testing conducted in 2022 revealed no reportable weaknesses in internal control over financial reporting.

## PEOPLE LEADERSHIP

### Labour Relations

2022 Target	Continue to improve labour relations by fostering a productive and collaborative environment with our employee associations and unions.
Performance	<p>In 2022, we successfully negotiated three balanced collective agreements. The unions involved were UNITE HERE for two of the agreements and Canadian Energy Workers Association for the other one.</p> <p>In addition, two ATCO companies were engaged in collective bargaining with Canadian Energy Workers Association, one ATCO company with the United Utility Workers' Association and one ATCO company with the Teamsters. Those proceedings continue to progress toward resolution.</p>

### Attraction & Retention

2022 Target	Continue to expand programs, mentoring and analytics to better attract and retain people.
Performance	<p>HR strengthened strategic partnerships to attract early talent and increase diversity of candidate pools by refreshing our career site, increasing social media presence and enhancing our recruiter campus champion program. Canada's top 100 Employers selected ATCO as one of <i>Canada's Top Employers for Young People</i> in 2023, for the second year in a row.</p> <p>HR evolved the ATCO succession management program dashboard and platform on key metrics in the areas of growth, critical roles, top talent and diversity groups. Critical roles have identified successors and incumbents have development plans for retention.</p> <p>HR strengthened ATCO's employee listening tools and data analytics to assist in having a greater understanding of employee sentiment, satisfaction, engagement, productivity &amp; retention.</p> <p>HR advanced ATCO cultural practices &amp; learning programs in psychological safety and leadership training through our leadership development academy.</p> <p>HR built a global assignment &amp; internal talent market playbook for global assignment and job rotations to enhance the employee experience and retention. ATCO was selected as a Top Employer in Alberta.</p>

### Employee Well-Being

2022 Target	Deliver on total well-being strategies to improve productivity, engagement, attraction and retention.
Performance	<p>ATCO aligned peer global support to all employees through 250 wellness ambassadors.</p> <p>ATCO initiated Health &amp; Physical well-being challenges to all ATCO employees with over 60 per cent participation.</p> <p>ATCO offered coaching &amp; education sessions throughout the year for mental health, psychological safety and financial literacy.</p> <p>For the second year in a row, ATCO was named Canadian Finalist (top 4) for best psychological and wellness programs.</p>

### Talent Intelligence Platforms

2022 Target	Expand ATCO people platforms to help ATCO with sourcing, internal talent mobility, intelligent succession management and career management.
Performance	<p>HR embedded talent predictive &amp; prescriptive analytics (data includes: engagement, DEI and exit interviews).</p> <p>HR advanced global acquisition &amp; onboarding tools to enable the business to attract and source critical talent including process improvement and tools for more inclusive job postings.</p> <p>HR advanced &amp; implemented a new system and tools to identify and manage business critical skills (skills taxonomy) and enable employees to create skills-based development plans.</p>

## OPERATIONAL EXCELLENCE

In 2022, **Safety** was included as a fifth core value alongside **Integrity, Collaboration, Caring,** and **Agility**. This value reiterates that safety is the first consideration in everything we do. We hold a shared belief that safety must direct all our day-to-day priorities and decisions, and we are accountable for understanding and following the health and safety requirements for any work we undertake.

### Employees Lost-Time Incident Frequency (LTIF)

#### ATCO

2022 Target Compare favourably to safety benchmarks.

Performance Our lost time incident frequency in 2022 was 0.26/200,000 hours worked. Our lost-time incident frequency compares favourably to many benchmarks including Alberta Occupational Health and Safety, US private industry, and industry best practice rates. While our results are favourable to benchmarks, we continue to strive to have best-in-class safety programs that prioritize the safety of our people.

### Employees Total Recordable Incident Frequency (TRIF)

#### ATCO

2022 Target Compare favourably to safety benchmarks.

Performance Our total recordable incident frequency in 2022 was 0.99 incidents/200,000 hours worked. Our total recordable incident frequency in 2022 compares favourably to many benchmarks including US private industry and industry best practice rates. While we have made great progress and continue to improve, we continue to strive to have best-in-class safety programs that prioritize the safety of our people.

## Customer Satisfaction

### CANADIAN UTILITIES

2022 Target Achieve exemplary service for the customers and communities we serve. Results from customer satisfaction surveys should be consistent with or better than prior years.

Performance Electricity and Natural Gas Distribution achieved high service satisfaction levels, with approximately 95 per cent of customers agreeing that Canadian Utilities provides good service. These results compare favourably to industry averages and are consistent with previous years.

ATCO Gas Australia's Customer Satisfaction (CSAT) was 8.8 out of a possible 10, above the national industry benchmark of 8.4. ATCO Gas Australia consistently outperforms the broader energy industry in terms of both customer satisfaction and also a second measurement, the ease of implementation of its services. The ease of implementation scored 8.9 out of a possible 10, above the national industry benchmark of 8.6.

2022 Target Continue to prioritize improvements in LUMA Energy based on customer input and measure effectiveness via overall Customer Satisfaction scores.

Performance LUMA Energy had a year-over-year increase of 3 per cent in overall customer satisfaction, a 13 per cent increase in the area of billing and payment, and a 9 per cent increase in contact centre customer service as measured by J.D. Power CSAT scoring.



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## Organizational Transformation - Streamline and gain operational efficiencies

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### ATCO

2022 Target	Continue to demonstrate progress in leadership development, succession planning, and diversity, equity and inclusion initiatives across the organization.
Performance	<p>In 2022, ATCO was selected as a Top Employer in Alberta and a Top Employer for Young People in Canada.</p> <p>ATCO continues to evolve the succession management program platform and reporting to incorporate key metrics in the areas of growth, critical roles, top talent and diversity groups. Critical roles have successors identified and incumbents have development plans for retention.</p> <p>The Company continues to progress the development of our leaders with psychological safety and additional leadership training programs offered through the Leadership Development Academy.</p> <p>In July 2022, ATCO's Diversity, Equity and Inclusion (DE&amp;I) Committee hosted guests from 38 companies across Canada, to join our inaugural DE&amp;I event, facilitating conversations and knowledge-sharing around the power of representation. The key-note speaker was Hon. Scott Brison, P.C., Vice-Chair, Investment &amp; Corporate Banking, BMO.</p> <p>2022 was the inaugural year of the <i>Women's Speed Networking</i> events, one of our cross-organization mentoring programs. Almost 60 participants were given the opportunity to connect with company leaders, including the Chair and CEO of ATCO and Canadian Utilities, Nancy Southern. The events kicked off in Calgary during Gender Equality Week and not only provided professional development, but also encouraged women to find their voice, advocate for themselves, and build networks across the Company.</p>

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### STRUCTURES

2022 Target	Pivot Structures' manufacturing business to a more flexible and agile operating model across all geographies that creates cost efficiencies in its global manufacturing operations.
Performance	<p>During the year, Structures reduced the size of its manufacturing facility in Mexico to better align with the business needs. It provides adequate capacity to enter projects that are within the execution scope of the organization while reducing overhead burden.</p> <p>Structures continues to leverage key relationships and strategically utilize global manufacturing capacity. The US currently uses two third-party sourcing arrangements for space rentals product, reducing the logistics costs and providing flexibility to be selective and opportunistic with manufacturing projects. Utilization of excess capacity in the Canadian facility allows additional flexibility for the US facility to balance trade sales opportunities with the space rentals strategic expansion targets.</p>

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### LAND & DEVELOPMENT

2022 Target	ATCO Land and Development will work with all ATCO businesses to optimize the group's real estate portfolio for operational use and long-term value and optionality.
Performance	ATCO Land and Development is undertaking renovations to the two downtown office buildings in Calgary, with significant updates that modernize the buildings and improve the amenities. This will increase the competitiveness of these properties in the Calgary real estate market, while attracting new tenants and providing a better experience for everyone working at the locations. Additionally, ATCO Land and Development sold three vacant properties in 2022, further optimizing our real estate portfolio.

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## CANADIAN UTILITIES

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2022 Target	Continue to optimize enterprise resource planning, workforce and asset management, customer information systems and computerized maintenance management systems within Canadian Utilities.
Performance	<p>Canadian Utilities continued to progress the implementation of its Workforce and Asset Management program for the Electricity and Natural Gas businesses, aimed at advancing digitalization and data analytics. This technology will help to optimize resources, and digitize information and processes; thereby providing a means to track, manage, and dispatch work to field-based employees more efficiently and is expected to be fully complete in 2023.</p> <p>In 2021, ATCO Gas Australia commenced an upgrade of its billing and metering system to comply with Australian Energy Market Operator (AEMO) regulations. This project will provide stakeholders with added functionality and upgrades the software to the latest version. The upgrade is expected to be complete in 2023.</p> <p>The Alberta Utilities Customer Information System (CIS) replacement program for both Natural Gas and Electricity is well underway. CIS holds our metering asset information, collects meter reads, calculates billing, and applies rates and production tariff bills for retailers. Both programs have experienced delays in in-service dates but are expected to be completed in 2023.</p>
2022 Target	LUMA Energy will advance its integrated safety culture and programs that will allow prioritization of safety risks and mitigations across business functions and enable employee safety, compliance and continual improvement.
Performance	<p>In the first year of operations, over 140,000 hours of mentorship, safety and technical training have been completed by employees and contractors at LUMA Energy.</p> <p>Since the commencement of operations, LUMA Energy has driven significant improvements in all safety measures across the business. In 2022, LUMA Energy achieved a TRIF of 2.66, a 65 per cent improvement from the prior operator and had a severity rate of 15.5, a 75 per cent improvement from the prior operator.</p> <p>During Hurricane Fiona, LUMA Energy achieved a TRIF of 2.42. This is a result of significant emphasis placed upon safety during emergency response efforts, including onboarding contractor safety specialists and setting expectations for adequate hazard assessment and worksite observations during restoration efforts.</p>
2022 Target	LUMA Energy has developed baseline performance metrics and will monitor progress in, among other areas, customer service, safety, reliability and the delivery of budgeted results.
Performance	<p>LUMA Energy is currently operating under an extended fixed fee arrangement during the Supplemental Agreement period. The extension of the Agreement was approved November 30, 2022; support for the work done to date was a consideration in the extension. While the agreement does not contain specific performance metrics, LUMA Energy created and progressed baseline performance metrics that are being reported quarterly to the regulatory body and the public.</p> <p>Once Puerto Rico Electric Power Authority (PREPA) exits from bankruptcy, incentive compensation will be measured through achieving performance metrics. Performance metrics have been submitted to the Puerto Rico Energy Bureau (PREB), the energy regulatory agency. The key performance metric categories currently being proposed are as follows:</p> <ul style="list-style-type: none"><li>• <b>Customer Satisfaction</b> - Achieve a high-level of customer satisfaction across all customer classes.</li><li>• <b>Technical, Safety &amp; Regulatory</b> - Operate a safe and reliable electrical grid while remaining compliant with applicable safety regulations.</li><li>• <b>Financial Performance</b> - Meet the approved Federally Funded Operating &amp; Capital Budget and Non-Federally Funded Capital Budget.</li></ul>

## COMMUNITY INVOLVEMENT

### Indigenous Relations

#### ATCO

2022 Target	Continue to work together with Indigenous communities to contribute to economic and social development in their communities.
Performance	<p>Across ATCO, \$81,000 was awarded to 68 students across Canada, including the territories, through the ATCO Indigenous Education Awards Program.</p> <p>Across ATCO, 4,528 employees participated in one of the many Indigenous training courses offered in 2022 through in-person and virtual classroom training platforms.</p> <p>ATCO Frontec was awarded Silver-level certification from the Canadian Council for Aboriginal Business's (CCAB) Progressive Aboriginal Relations (PAR) program. The program evaluates a company's commitment to Indigenous communities and recognizes sustained leadership in Indigenous relations.</p> <p>We continue to innovate new, collaborative models for our partnerships with Indigenous Peoples. Highlights in 2022 include a share purchase agreement between Denendeh Investments Incorporated (DII) and ATCO Electric Ltd. to increase DII's ownership stake in Northland Utilities Enterprises Ltd. from 14 per cent to 50 per cent. In addition, AEY finalized two landmark Electricity Purchase Agreements for the upcoming Beaver Creek solar and the Burwash Landing wind facilities, and Canadian Utilities was selected as the partner and commenced construction on the MCSP, a community generation solar project located in Smoky Lake County.</p>

### Employee-led Charitable Campaigns

#### ATCO

2022 Target	Continue to administer the employee-led campaign to give employees the opportunity to contribute to charitable organizations in the communities in which they work.
Performance	With the combined efforts of our employees around the world and the company donation match program, ATCO pledged more than \$3.6 million to support hundreds of community charities in 2022. The annual ATCO Employees Participating In Communities (EPIC) campaign has a cumulative fundraising total of nearly \$54 million since its inception in 2006.

#### CANADIAN UTILITIES

2022 Target	LUMA Energy will establish the Somos LUCES (LUMA Committed with Employees) program.
Performance	In 2022, the Somos LUCES program was launched. The program offers a 1:1 company match for donations and this year LUMA employees saw their donations matched at twenty different non-profit organizations. LUMA pledged more than \$75,000 during the 2022 program.

### Community Investment

#### STRUCTURES

2022 Target	As a community partner in the Homes for Heroes Foundation, ATCO Structures' will continue to provide expertise in design, manufacturing, transportation and placement to provide housing along with the resources, services and training that will enable them to successfully transition.
Performance	<p>During the year, ATCO Structures provided ongoing support to the ATCO Villages in Calgary and Edmonton through training initiatives, and operational consultation. Technical expertise was also provided to the Homes for Heroes Foundation for construction projects Structures was unable to directly participate in.</p> <p>Building on the momentum of the ATCO Villages in Calgary and Edmonton, the Homes for Heroes Foundation continues to expand into other Canadian cities.</p>

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**CANADIAN UTILITIES**

**2022 Target** Invest in the health and safety of LUMA Energy's people and communities by opening a state-of-the-art electricity and distribution lineworkers college in Puerto Rico. The formal college is expected to open in the second quarter of 2022.

**Performance** Construction of the LUMA College for Technical Training is scheduled to be completed at the end of the second quarter of 2023 with a grand opening scheduled for later in 2023. The college's primary purpose is to develop a local pipeline of future lineworkers and to enhance the skills of the initial LUMA craft employees. While the initial opening was delayed, partially due to Hurricane Fiona, our programs continued at our Palo Seco facility, and over 750 certification, training and development programs were completed.

**2022 Target** LUMA Energy will continue its grassroots community investment program across Puerto Rican municipalities through partnership with the American Red Cross of Puerto Rico and the Boys & Girls Club of Puerto Rico.

**Performance** LUMA Energy and the Puerto Rico Chapter of the American Red Cross announced in July 2022 the continuation of their partnership. This partnership provides communities across Puerto Rico with educational resources and programs for students and families focused on preparing for emergencies and improving electrical safety in the home.

LUMA Energy also renewed the collaborative agreement with Boys & Girls Clubs of Puerto Rico. Through this agreement, LUMA Energy impacted more than 800 students through different programs that Boys & Girls Clubs of Puerto Rico offers. With the renewal of this agreement, we continue to reaffirm our social responsibility in Puerto Rico, and we will continue to support the education of children through various educational projects.

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# 2022 COMPENSATION SUMMARY

## Compensation in 2022

The table below is a summary of total direct compensation awarded to the named executives in 2022.

**This is the total compensation they received from both ATCO and Canadian Utilities.**

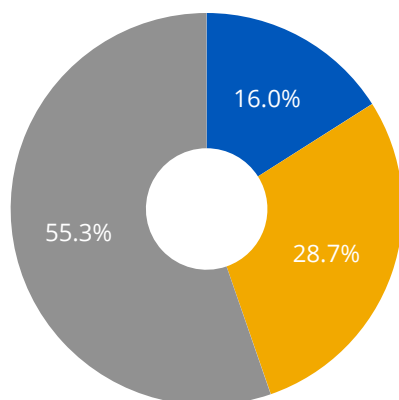
Please see Page [70](#) for the summary compensation table, which shows total compensation for the past three years, and the assumptions used for the long-term incentive values.

	Total cash compensation received from both companies (\$)		Equity (\$)	Total direct compensation (\$)
	Salary	Short-term incentive <sup>1</sup>	Long-term incentive	
Nancy C. Southern	1,000,000	1,800,000	3,469,500	6,269,500
Katie J. Patrick	437,500	550,000	538,200	1,525,700
Adam M. Beattie	533,750	760,000	538,200	1,831,950
Bob J. Myles	531,250	750,000	376,200	1,657,450
Becky A. Penrice	490,000	750,000	367,500	1,607,500

<sup>1</sup>. See 2022 Compensation Details - Summary Compensation Table beginning on page [70](#) for more information.

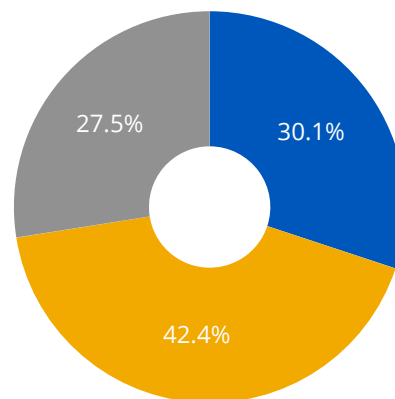
## 2022 Pay Mix

### CEO



■ Base Salary  
■ Short-term Incentive  
■ Long-term Incentive

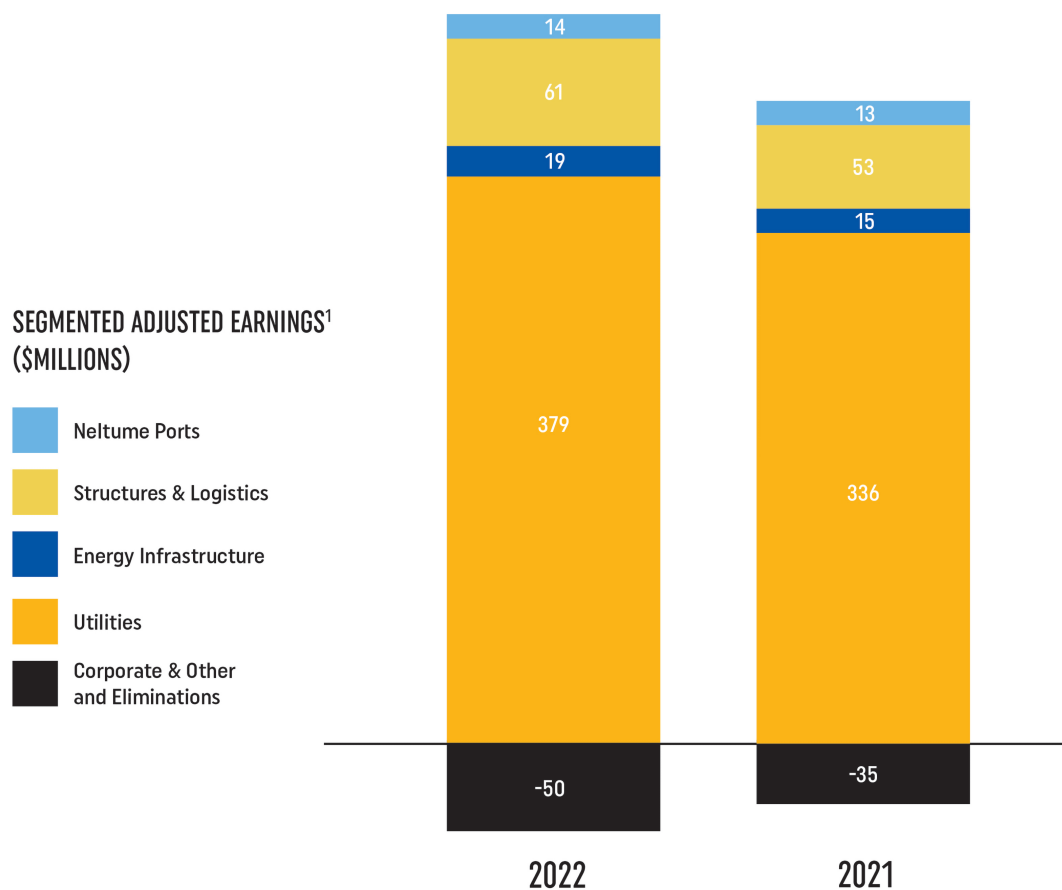
### Other Named Executives



■ Base Salary  
■ Short-term Incentive  
■ Long-term Incentive

## Compensation Linked to Financial Performance

The graph below shows adjusted earnings for each of the past two years (total and by Business Unit), compared with total direct compensation paid to the named executives in each year.



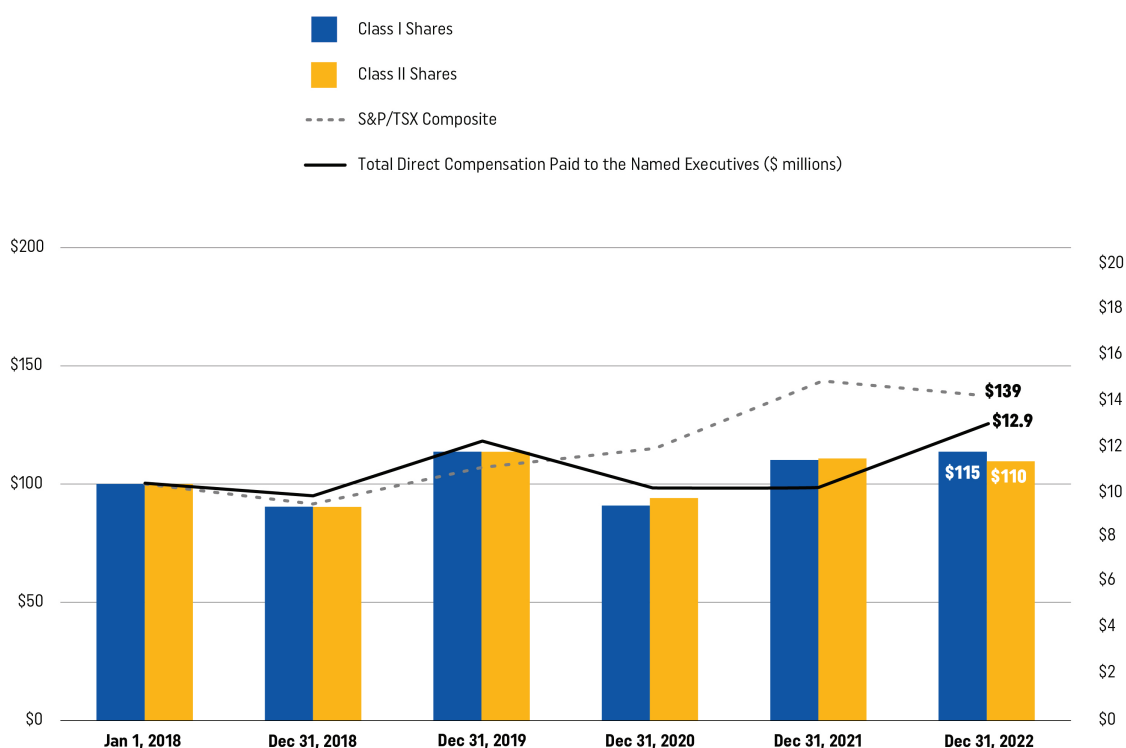
(\$millions)	2022	2021
Adjusted earnings <sup>1</sup>	423	382
Total direct compensation paid to the named executives	12.9	10.3
As a % of adjusted earnings	3.0%	2.7%

<sup>1</sup> For additional information, please see the Non-GAAP and Other Financial Measures Advisory on Page 82.

## Compensation Linked to Share Owner Return

The graph below compares the cumulative value of \$100 invested in Class I Shares or Class II Shares (assuming reinvestment of dividends) on January 1, 2018, with the cumulative value of \$100 invested in the S&P/TSX Composite Index over the same period. The chart also shows the total direct compensation paid to the named executives in each of the past five years.

### Total Shareholder Return (TSR) (\$) and Total Direct Compensation Paid to the Named Executives (\$ millions)



Total direct compensation includes:

- Base salary
- Short-term incentive
- Grant date value of mid-term incentives plus dividends earned during calendar year
- Grant date value of long-term incentives

The above performance graph shows how an investment of \$100 on January 1, 2018 in Class I Shares at the closing price of \$42.38 or Class II Shares at the closing price of \$40.45 would equate to \$115 and \$110, respectively, on December 31, 2022, whereas the same \$100 investment in the S&P/composite Index over the same period would equate to \$139. Our compensation program ensures that the compensation we pay to our executive officers is related to factors that influence share owner value. There is a strong correlation between the share price trend line shown in the performance graph above and the target and realized compensation levels our NEOs received during the same period. Share price performance, however, is not the only predictor or outcome of the success of our executive team. It is one of many considerations that influence our NEO compensation decisions.



## NANCY C. SOUTHERN

Chair & Chief Executive Officer

Calgary, Canada

Years of Service 33

Age 66

Ms. Southern is Chair & Chief Executive Officer of ATCO and Canadian Utilities. She has full responsibility for ATCO's strategic direction and operations. Ms. Southern reports to the Board of Directors and has been a director of ATCO since 1989. Under Ms. Southern's guidance, she has steadily grown adjusted earnings to \$423 million in 2022 from \$370 million in 2012. ATCO's total assets have grown from \$14 billion in 2012 to \$24 billion in 2022. For additional information regarding adjusted earnings, please see the Non-GAAP and Other Financial Measures Advisory on Page [82](#).

### COMPENSATION

	2022 (\$)	2021 (\$)	2020 (\$)
<b>Cash</b>			
Base salary	1,000,000	1,000,000	708,333
Short-term incentive	1,800,000	0	1,600,000
<b>Total cash compensation from both ATCO and Canadian Utilities</b>	<b>2,800,000</b>	<b>1,000,000</b>	<b>2,308,333</b>
<b>Equity</b>			
Mid-term incentive	N/A	13,056	116,314
Long-term incentive: Stock options	3,469,500	2,358,500	1,075,800
<b>Total equity</b>	<b>3,469,500</b>	<b>2,371,556</b>	<b>1,192,114</b>
<b>Total direct compensation from both ATCO and Canadian Utilities</b>	<b>6,269,500</b>	<b>3,371,556</b>	<b>3,500,447</b>

### EMPLOYMENT AGREEMENT

Ms. Southern has an employment agreement with ATCO that is reviewed and approved regularly. It is currently extended to February 28, 2024. The agreement includes insurance benefits if Ms. Southern dies or becomes disabled before she retires or employment is terminated. The amount is based on her salary, using formulas that take into account the amounts payable to her under ATCO's group life insurance policies and disability income programs. It also includes supplemental pension benefits, which are described on Page [49](#). A certain portion of Ms. Southern's supplemental pension benefits are payable to her surviving spouse in the event of her death.

Additionally, Ms. Southern's employment agreement addresses the use and disclosure of confidential information both during and any time after her employment with the Company. Her employment agreement also includes a non-competition provision that prevents Ms. Southern from engaging in certain business and employment arrangements during her employment with the Company and during any period, in connection with a termination event, where she is receiving payment from the Company or is entitled to exercise her incentive awards.



## KATHERINE-JANE PATRICK

Executive Vice President, Chief Financial & Investment Officer

Calgary, Canada

Years of service 7

Age 44

Ms. Patrick is Executive Vice President, Chief Financial & Investment Officer of ATCO. She has accountability for Finance, Accounting, Treasury, Taxation, Risk Management, Investor Relations and administration of the Internal Audit function within ATCO. Ms. Patrick also oversees ATCO's investment focused financial growth strategy and has responsibility for ATCO investments including Neltume Ports and ASHCOR. She joined ATCO in 2015 and has held progressively senior roles in ATCO and Canadian Utilities. Ms. Patrick was appointed to her current role in 2021.

### COMPENSATION

	2022 (\$)	2021 (\$)	2020 (\$)
<b>Cash</b>			
Base salary	437,500	385,000	364,167
Short-term incentive	550,000	450,000	325,000
<b>Total cash compensation from both ATCO and Canadian Utilities</b>	<b>987,500</b>	<b>835,000</b>	<b>689,167</b>
<b>Equity</b>			
Mid-term incentive	N/A	1,523	17,276
Long-term incentive: Stock options	538,200	73,620	19,459
<b>Total equity</b>	<b>538,200</b>	<b>75,143</b>	<b>36,735</b>
<b>Total direct compensation from both ATCO and Canadian Utilities</b>	<b>1,525,700</b>	<b>910,143</b>	<b>725,902</b>





## ADAM M. BEATTIE

President, ATCO Structures & Logistics Ltd.

Calgary, Canada

Years of service 19

Age 42

Mr. Beattie is President of ATCO Structures & Logistics Ltd. He is tasked with leading the strategic development and financial performance for ATCO's Modular business lines which include manufacturing facilities, fleet assets and construction activities and services to support the supply of products globally. Mr. Beattie joined ATCO in 2003 and has held a number of senior commercial, operations and management roles within the Structures division both in Australia and Canada. He was appointed to his current role in 2019.

### COMPENSATION

	2022 (\$)	2021 (\$)	2020 (\$)
<b>Cash</b>			
Base salary	533,750	473,750	440,000
Short-term incentive <sup>1</sup>	760,000	350,000	550,000
<b>Total cash compensation</b>	<b>1,293,750</b>	<b>823,750</b>	<b>990,000</b>
<b>Equity</b>			
Mid-term incentive	N/A	4,352	17,104
Long-term incentive: Stock options	538,200	455,650	232,648
<b>Total equity</b>	<b>538,200</b>	<b>460,002</b>	<b>249,752</b>
<b>Total direct compensation</b>	<b>1,831,950</b>	<b>1,283,752</b>	<b>1,239,752</b>

1. See 2022 Compensation Details - Summary Compensation Table beginning on Page 70 for more information.



## ROBERT J. MYLES

Executive Vice President, Corporate Development

Calgary, Canada

Years of service 23

Age 58

Mr. Myles is Executive Vice President, Corporate Development of ATCO and Canadian Utilities. He is responsible for growing Canadian Utilities' infrastructure footprint in strategic global markets, and the ongoing growth and operations of Canadian Utilities' non-regulated businesses in North America and Australia. Mr. Myles has held a variety of leadership roles across the organization, and after having been away from the organization for a number of years, he rejoined ATCO in 2020 in his current capacity.

### COMPENSATION

	2022 (\$)	2021 (\$)	2020 (\$)
<b>Cash</b>			
Base salary	531,250	462,500	354,167
Short-term incentive	750,000	550,000	460,000
<b>Total cash compensation from both ATCO and Canadian Utilities</b>	<b>1,281,250</b>	<b>1,012,500</b>	<b>814,167</b>
<b>Equity</b>			
Mid-term incentive	N/A	N/A	N/A
Long-term incentive: Stock options	376,200	150,900	87,215
<b>Total equity</b>	<b>376,200</b>	<b>150,900</b>	<b>87,215</b>
<b>Total direct compensation from both ATCO and Canadian Utilities</b>	<b>1,657,450</b>	<b>1,163,400</b>	<b>901,382</b>



## REBECCA A. PENRICE

Executive Vice President, Corporate Services

Calgary, Canada

Years of service 3

Age 48

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

### COMPENSATION

	2022 (\$)	2021 (\$)	2020 (\$)
<b>Cash</b>			
Base salary	490,000	451,250	422,500
Short-term incentive	750,000	500,000	450,000
<b>Total cash compensation from both ATCO and Canadian Utilities</b>	<b>1,240,000</b>	<b>951,250</b>	<b>872,500</b>
<b>Equity</b>			
Mid-term incentive	N/A	N/A	N/A
Long-term incentive: Stock Options	367,500	33,150	18,453
<b>Total equity</b>	<b>367,500</b>	<b>33,150</b>	<b>18,453</b>
<b>Total direct compensation from both ATCO and Canadian Utilities</b>	<b>1,607,500</b>	<b>984,400</b>	<b>890,953</b>

# 2022 COMPENSATION DETAILS

## Compensation Table

The table below summarizes the total compensation of each of the named executives received or awarded for the years ended December 31, 2020, 2021 and 2022. Adam M. Beattie's compensation expenses are 100 per cent allocated to ATCO. The table below shows how the compensation expense for the other named executives has been shared over the past three years.

	Amount paid by ATCO	Amount paid by Canadian Utilities	Combined total reported in ATCO proxy circular
2022	11.0 %	89.0 %	100 %
2021	11.0 %	89.0 %	100 %
2020	10.0 %	90.0 %	100 %

The compensation we report below for all named executives is the compensation they receive from both ATCO and Canadian Utilities.

	Salary	Share based awards <sup>1</sup>	Option based awards <sup>2,3</sup>	Non-equity incentive plan compensation		Pension value <sup>5</sup>	All other compensation <sup>6</sup>	Total compensation
				Annual incentive plans <sup>4</sup>	Long term incentive plans			
<b>Nancy C. Southern</b>								
Chair & Chief Executive Officer								
2022	1,000,000	N/A	3,469,500	1,800,000	N/A	1,290,915	35,000	7,595,415
2021	1,000,000	13,056	2,358,500	0	N/A	1,585,483	35,000	4,992,039
2020	708,333	116,314	1,075,800	1,600,000	N/A	2,549,106	35,000	6,084,553
<b>Katie J. Patrick</b>								
Executive Vice President, Chief Financial and Investment Officer								
2022	437,500	N/A	538,200	550,000	N/A	30,780	281	1,556,761
2021	385,000	1,523	73,620	450,000	N/A	29,210	0	939,353
2020	364,167	17,276	19,459	325,000	N/A	27,830	0	753,732
<b>Adam M. Beattie</b>								
President, ATCO Structures & Logistics Ltd.								
2022	533,750	N/A	538,200	760,000	N/A	30,780	9,341	1,872,071
2021	473,750	4,352	455,650	350,000	N/A	29,210	8,291	1,321,253
2020	440,000	17,104	232,648	550,000	N/A	27,830	6,417	1,273,999
<b>Bob J. Myles</b>								
Executive Vice President, Corporate Development								
2022	531,250	N/A	376,200	750,000	N/A	30,780	13,281	1,701,511
2021	462,500	N/A	150,900	550,000	N/A	29,210	11,562	1,204,172
2020	354,167	N/A	87,215	460,000	N/A	23,192	7,969	932,543
<b>Becky A. Penrice</b>								
Executive Vice President, Corporate Services								
2022	490,000	N/A	367,500	750,000	N/A	30,780	12,250	1,650,530
2021	377,500	870	49,260	350,000	N/A	29,210	13,213	820,413
2020	362,273	19,095	15,427	350,000	N/A	27,830	12,680	787,305

- 1 The share based awards value represents the dividends received during the respective calendar years. ATCO did not grant units under the mid-term incentive plan during the past three years.
- 2 The option values shown for the last three years are the grant date fair values determined using the Black-Scholes method, the same method used for determining the accounting fair values. The assumptions used were as follows:

	2022		2021				2020	
	September		October		June		December	
	ATCO	Canadian Utilities	ATCO	Canadian Utilities	ATCO	Canadian Utilities	ATCO	Canadian Utilities
<b>Option Assumptions</b>								
Expected life (years)	7.1	6.8	7.1	6.8	7.1	6.8	7.1	6.8
Risk free rate of return	3.17%	3.20%	1.57%	1.56%	1.10%	1.06%	0.52%	0.50%
Volatility	25.98%	21.44%	26.14%	24.01%	26.23%	24.09%	21.76%	22.25%
Dividend yield	3.98%	4.41%	4.27%	4.91%	3.93%	4.89%	4.62%	5.49%

- 3 Total ATCO and Canadian Utilities stock options.
- 4 Mr. Beattie's award includes a GOCOM approved, supplemental discretionary bonus of \$100,000 paid in July of 2022 to compensate Mr. Beattie for his extraordinary efforts on various corporate initiatives during the first half of 2022.
- 5 Estimated using a prescribed formula based on several assumptions. Also includes other compensatory items. For additional information, please see the disclosure under Pension and Retirement Benefits starting on Page [76](#).
- 6 Employer contribution to the Employee Share Purchase Plan.

## Outstanding Option-Based Awards

The table below shows each named executive's outstanding incentive plan awards as of December 31, 2022.

Option-based awards									
Number of securities underlying unexercised options (#)				Option exercise price /SARs base value (\$)		Option / SARs expiration date	Value of unexercised in-the-money options / SARs <sup>5</sup> (\$)		
ATCO		Canadian Utilities							
Options <sup>1</sup>	SARs <sup>2</sup>	Options <sup>3</sup>	SARs <sup>4</sup>	ATCO	Canadian Utilities		ATCO	Canadian Utilities	
<b>Nancy C. Southern</b>									
2022	275,000	N/A	175,000	N/A	47.54	40.89	2030-09-15	0	0
2021	250,000	N/A	150,000	N/A	45.38	35.76	2029-06-15	0	133,500
2020	200,000	N/A	140,000	N/A	38.40	32.09	2028-12-15	796,000	638,400
2019	65,000	65,000	65,000	65,000	49.51	38.97	2029-11-15	0	0
2018	65,000	65,000	65,000	65,000	42.08	34.13	2028-03-15	39,000	327,600
2017	65,000	65,000	65,000	65,000	48.82	38.07	2027-03-15	0	0
2016	62,500	62,500	62,500	62,500	38.93	36.08	2026-03-25	431,250	71,250
2015	50,000	50,000	50,000	50,000	46.98	40.78	2025-03-15	0	0
2014	50,000	50,000	50,000	50,000	51.96	39.45	2024-03-15	0	0
2013	60,000	60,000	60,000	60,000	44.97	39.04	2023-03-15	0	0
<b>Katie J. Patrick</b>									
2022	60,000	N/A	N/A	N/A	47.54	N/A	2030-09-15	0	0
2021	6,000	N/A	N/A	N/A	41.04	N/A	2029-10-30	8,040	0
2021	4,000	N/A	2,000	N/A	45.38	35.76	2029-06-15	0	1,780
2020	4,000	N/A	2,000	N/A	38.40	32.09	2028-12-15	15,920	9,120
2019	1,000	1,000	2,000	2,000	49.51	38.97	2029-11-15	0	0
2018	750	750	750	750	42.08	34.13	2028-03-15	450	3,780
2017	500	500	500	500	50.33	40.82	2027-06-15	0	0
<b>Adam M. Beattie</b>									
2022	60,000	N/A	N/A	N/A	47.54	N/A	2030-09-15	0	0
2021	65,000	N/A	N/A	N/A	45.38	N/A	2029-06-15	0	0
2020	65,000	N/A	N/A	N/A	38.40	N/A	2028-12-15	258,700	0
2019	5,000	5,000	N/A	N/A	49.51	N/A	2029-11-15	0	0
2018	N/A	4,000	N/A	N/A	42.08	N/A	2023-03-15	1,200	0
<b>Bob J. Myles</b>									
2022	10,000	N/A	50,000	N/A	47.54	40.89	2030-09-15	0	0
2021	10,000	N/A	20,000	N/A	45.38	35.76	2029-06-15	0	17,800
2020	10,000	N/A	20,000	N/A	38.40	32.09	2028-12-15	39,800	91,200
<b>Becky A. Penrice</b>									
2022	25,000	N/A	25,000	N/A	47.54	40.89	2030-09-15	0	0
2021	3,000	N/A	3,000	N/A	45.38	35.76	2029-06-15	0	2,670
2020	3,000	N/A	3,000	N/A	38.40	32.09	2028-12-15	11,940	13,680

1 Options to buy ATCO Class I Shares.

2 Share appreciation rights based on ATCO Class I Shares.

3 Options to buy Canadian Utilities Class A shares.

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

5 The difference between the market value as at December 31, 2022, of ATCO Class I Shares (\$42.38) and Canadian Utilities Class A shares (\$36.65) underlying the option based awards and the exercise price of the option-based awards.

The tables below show the total holdings and value of options and SARs held by the named executives at the end of the year, and the options and SARs they exercised in 2022.

Aggregate holdings and value of options and SARs held on December 31, 2022					Options and SARs exercised in 2022	
Number of unexercised options/SARs (#)		Value of unexercised in-the-money options/SARs (\$)		Securities acquired on exercise (#)	Aggregate value realized (\$)	
Exercisable	Unexercisable	Exercisable	Unexercisable			
<b>Nancy C. Southern</b>						
Ms. Southern did not exercise any options or SARs in 2022						
ATCO Class I						
Options	541,000	601,500	629,225	401,900	N/A	N/A
SARs	378,500	39,000	231,225	3,900	N/A	N/A
Canadian Utilities Class A						
Options	486,000	396,500	519,240	452,085	N/A	N/A
SARs	378,500	39,000	166,665	32,760	N/A	N/A
<b>Katie J. Patrick</b>						
Ms. Patrick did not exercise any options or SARs in 2022						
ATCO Class I						
Options	6,200	70,050	10,150	14,035	N/A	N/A
SARs	1,700	550	180	45	N/A	N/A
Canadian Utilities Class A						
Options	3,800	3,450	6,517	6,273	N/A	N/A
SARs	2,300	950	1,512	378	N/A	N/A
<b>Adam M. Beattie</b>						
Mr. Beattie did not exercise any options or SARs in 2022						
ATCO Class I						
Options	51,750	143,250	129,350	129,350	N/A	N/A
SARs	3,000	6,000	0	1,200	N/A	N/A
Canadian Utilities Class A						
Options	N/A	N/A	N/A	N/A	N/A	N/A
SARs	N/A	N/A	N/A	N/A	N/A	N/A
<b>Bob J. Myles</b>						
Mr. Myles did not exercise any options or SARs in 2022						
ATCO Class I						
Options	7,500	22,500	19,900	19,900	N/A	N/A
SARs	N/A	N/A	N/A	N/A	N/A	N/A
Canadian Utilities Class A						
Options	15,000	75,000	50,050	58,950	N/A	N/A
SARs	N/A	N/A	N/A	N/A	N/A	N/A
<b>Becky A. Penrice</b>						
Ms. Penrice did not exercise any options or SARs in 2022						
ATCO Class I						
Options	2,250	28,750	5,970	5,970	N/A	N/A
SARs	N/A	N/A	N/A	N/A	N/A	N/A
Canadian Utilities Class A						
Options	2,250	28,750	7,508	8,843	N/A	N/A
SARs	N/A	N/A	N/A	N/A	N/A	N/A

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

The table below shows incentive plan awards that have vested or were earned for each named executive during 2022.

Year ended December 31, 2022	Option-based awards				Non-equity incentive plan compensation <sup>5</sup>
	Amount vested during the year (\$)		Amount vested during the year (\$)		Value earned during the year (\$)
	ATCO		Canadian Utilities		
	Options <sup>1</sup>	SARs <sup>2</sup>	Options <sup>3</sup>	SARs <sup>4</sup>	
Nancy C. Southern	251,540	1,040	315,265	32,890	1,800,000
Katie J. Patrick	6,657	12	4,328	380	550,000
Adam M. Beattie	81,413	0	N/A	N/A	760,000
Bob J. Myles	12,525	N/A	39,500	N/A	750,000
Becky A. Penrice	0	N/A	5,925	N/A	750,000

1 Options to buy ATCO Class I Shares.

2 Share appreciation rights based on ATCO Class I Shares.

3 Options to buy Canadian Utilities Class A shares.

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

5 See 2022 Compensation Details - Summary Compensation Table beginning on Page 70 for more information.

## Equity compensation plan information

	Non-voting shares to be issued upon exercise of outstanding options	Weighted average exercise price of outstanding options	Non-voting shares remaining available for future issuance under equity compensation plans (not including outstanding options)	Total number of outstanding shares	Non-voting shares to be issued upon exercise of outstanding options (as a % of total outstanding shares)	Non-voting shares available for future issuance (as a % of total outstanding shares)
<b>December 31, 2022</b>						
ATCO	1,882,600	\$44.71	8,305,300	113,912,578	1.7 %	7.3 %
Canadian Utilities	1,998,600	\$37.02	10,774,500	269,904,992	0.7 %	4.0 %
<b>March 9, 2023</b>						
ATCO	1,878,300	\$44.70	8,309,000	113,913,178	1.6 %	7.3 %
Canadian Utilities	1,992,550	\$37.02	10,775,850	270,067,510	0.7 %	4.0 %



## Incentive Plan Awards

Plan details for Stock Option Plans		
	ATCO	Canadian Utilities
<b>Maximum number of shares that can be issued:</b>	<ul style="list-style-type: none"> <li>10,200,000 Class I Shares</li> <li>(9.0% of outstanding Class I and Class II Shares as of December 31, 2022)</li> </ul>	<ul style="list-style-type: none"> <li>12,800,000 Class A shares</li> <li>(4.7% of outstanding Class A and Class B shares as of December 31, 2022)</li> </ul>
<b>Number of outstanding securities awarded:</b>	<ul style="list-style-type: none"> <li>Options to purchase 1,882,600 Class I Shares as of December 31, 2022</li> <li>(1.7% of outstanding Class I and Class II Shares as of December 31, 2022)</li> </ul>	<ul style="list-style-type: none"> <li>Options to purchase 1,998,600 Class A shares as of December 31, 2022</li> <li>(0.7% of outstanding Class A and Class B shares as of December 31, 2022)</li> </ul>
<b>Activity in 2022:</b>	<ul style="list-style-type: none"> <li>482,000 options were granted</li> <li>15,200 Class I Shares were issued on the exercise of options</li> <li>15,250 options were cancelled</li> <li>Share pool reserve replenished by 8,664,900 Shares</li> </ul>	<ul style="list-style-type: none"> <li>539,000 options were granted</li> <li>30,400 Class A shares were issued on the exercise of options</li> <li>34,250 options were cancelled</li> <li>2,500 options expired</li> <li>Share pool reserve replenished by 8,372,850 shares</li> </ul>

## Dilution Measure

Burn rate is calculated as the number of shares granted divided by the weighted average number of securities outstanding. The weighted average number of securities outstanding during the period is the number of securities outstanding at the beginning of the period, adjusted by the number of securities bought back or issued during the period multiplied by a time-weighting factor. The table below provides the burn rate for the past three fiscal years.

	December 31, 2022	December 31, 2021	December 31, 2020
ATCO	0.42%	0.45%	0.39%
Canadian Utilities	0.20%	0.19%	0.18%

## Pension and Retirement Benefits

### Defined Benefit

The table below shows the pension benefits and accrued obligations under all registered pension plans and supplemental arrangements for Nancy C. Southern. See Page 49 for more information about our pension plans.

	Number of years credited service (#)	Annual benefits payable (\$)		Opening present value of defined benefit obligation (\$)	Compensatory change (\$)	Non-compensatory change (\$)	Closing present value of defined benefit obligation (\$)
		At year end	At Age 65				
Nancy C. Southern	27.00	2,048,000	2,048,000	37,581,140	1,290,915	(7,553,788)	31,318,267

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

Annual pension benefits payable at year end is based on the defined benefit credited service and actual average pensionable earnings at December 31, 2022. The benefits are reduced if a named executive is eligible for early retirement.

Annual pension benefits payable at age 65 is based on actual average pensionable earnings at December 31, 2022, and their projected service at age 65, to a maximum of 35 years service.

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

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

The non-compensatory change includes interest on the obligation and the impact of assumption changes. See Note 15, Retirement Benefits, in the Company's consolidated financial statements for the year ended December 31, 2022, for more information about the methods and assumptions used to calculate accrued obligations.

### Defined Contribution

The table below shows the defined contribution disclosure for the named executives.

	Accumulated value at start of year	Compensatory (\$)	Accumulated value at year end (\$)
Katie J. Patrick	218,369	30,780	228,150
Adam M. Beattie	105,969	30,780	125,293
Bob J. Myles	57,592	30,780	81,675
Becky A. Penrice	67,047	30,780	90,482

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

## Termination and Change of Control

Termination of employment of an executive is subject to applicable legislation and common law provisions as no employment agreements are in place for the named executives, except for Ms. Southern. The table below shows how various components of our compensation program are impacted by retirement, resignation, change of control and termination.

We consider there to be a *change of control* if/when holders of Class II Shares accept an offer to purchase in the aggregate more than 50 per cent of all Class II Shares. This change can be by way of a takeover bid or some other means, as long as it is not the result of a transaction to convert ATCO Ltd. to a trust with our share owners owning more than 50 per cent of the voting securities of the trust.

We have an employment agreement with Ms. Southern, Chair & Chief Executive Officer, ATCO and Canadian Utilities. See Page [65](#) for more information.

<b>Retirement</b>	<ul style="list-style-type: none"> <li>• Salary ends</li> <li>• Retiring allowance is based on years of service to a maximum of one month's salary</li> <li>• Retiree health benefits coverage starts when he or she retires, and continues until six months after the pensioner dies</li> <li>• Annual incentive is paid on a pro rata basis to the retirement date</li> <li>• All options granted after 2019 will continue to vest over the four-year term and expire eight years after the grant date</li> <li>• All unvested options and share appreciation rights granted in or prior to 2019 are forfeited on the retirement date</li> <li>• All vested options and share appreciation rights granted in or prior to 2019 can be exercised within 24 months of the retirement date, or on the expiry date if earlier</li> <li>• Pension benefits are provided based on membership in the Pension Plan (and Supplemental Pension Benefits, as applicable) as more fully described on Page <a href="#">49</a>.</li> </ul>
<b>Resignation</b>	<ul style="list-style-type: none"> <li>• All salary and benefits end</li> <li>• Annual incentive for the current year is forfeited</li> <li>• All vested options and share appreciation rights can be exercised within 90 days of the resignation date, or on the expiry date if earlier</li> <li>• All unvested options and share appreciation rights are forfeited on the resignation date</li> <li>• Pension is paid as a commuted value or deferred benefit.</li> </ul>
<b>Change of control</b>	<ul style="list-style-type: none"> <li>• No changes to salary, incentives or benefits</li> <li>• All vested options and share appreciation rights can be exercised upon a change of control. These awards can be exercised until the earlier of their scheduled expiry and 90 days after the date of any termination of the participant's status with the Company.</li> <li>• All unvested options and share appreciation rights vest upon a change of control. These awards can be exercised until the earlier of their scheduled expiry and 90 days after the date of any termination of the participant's status with the Company.</li> </ul>

<b>Termination without cause of Nancy C. Southern</b>	<p>A lump sum payment equal to the sum of:</p> <ul style="list-style-type: none"> <li>• three (3) times Ms. Southern's annual base salary; plus</li> <li>• three (3) times the Company's annual cost of providing all of Ms. Southern's benefits and perquisites; plus</li> <li>• an amount equal to the average of Ms. Southern's annual bonuses received for the past three years multiplied by three (3)</li> </ul> <p><i>Treatment of long term incentive awards</i></p> <ul style="list-style-type: none"> <li>• The vesting of all unvested options and share appreciation rights would be accelerated and these awards would be exercisable for a period of two years, or until the expiry date if earlier</li> </ul> <p><i>Pension</i></p> <ul style="list-style-type: none"> <li>• Pension is paid as a commuted value or deferred benefit</li> </ul> <p>Ms. Southern has the right to terminate her employment for "Good Reason", in which case, she would be entitled to the same termination treatment described above. "Good reason" (as defined in her employment agreement) means any situation where duties are materially changed, salary is reduced without express written consent, benefits or incentive compensation is discontinued, or relocation outside of the Province of Alberta is required.</p>
<b>Termination without cause of other Named Executives</b>	<ul style="list-style-type: none"> <li>• All salary and benefits end</li> <li>• Annual incentive for the current year is forfeited</li> <li>• All vested options and share appreciation rights can be exercised within 90 days of the termination date, or on the expiry date if earlier</li> <li>• All unvested options and share appreciation rights are forfeited on the termination date</li> <li>• Pension is paid as a commuted value or deferred benefit</li> <li>• If applicable, severance is provided based on employment standards and entitlements at common law.</li> </ul>

The table below shows incremental amounts that would be paid to the named executives based on differing scenarios - retirement, resignation, termination without cause and change of control without termination, assuming the triggering event took place on December 31, 2022.

Incremental Amounts	Retirement (\$)	Resignation (\$)	Termination Without Cause (\$) <sup>1</sup>	Change of Control Without Termination (\$) <sup>2</sup>
<b>Nancy C. Southern</b>				
Cash payment			6,000,000	
Option-based awards <sup>3</sup>			890,645	890,645
Pension				
Benefits			300,000	
Perquisites			127,713	
<b>Total</b>			<b>7,318,358</b>	<b>890,645</b>
<b>Katie J. Patrick</b>				
Cash payment				
Option-based awards <sup>3</sup>				20,731
Pension				
Benefits				
Perquisites				
<b>Total</b>				<b>20,731</b>
<b>Adam M. Beattie</b>				
Cash payment				
Option-based awards <sup>3</sup>				130,550
Pension				
Benefits				
Perquisites				
<b>Total</b>				<b>130,550</b>
<b>Bob J. Myles</b>				
Cash payment				
Option-based awards <sup>3</sup>				78,850
Pension				
Benefits				
Perquisites				
<b>Total</b>				<b>78,850</b>
<b>Becky A. Penrice</b>				
Cash payment				
Option-based awards <sup>3</sup>				14,813
Pension				
Benefits				
Perquisites				
<b>Total</b>				<b>14,813</b>

1. The named executives are not entitled to any incremental payments in the event of termination for cause. For Ms. Southern, the values in this column also apply in the event of termination for "Good Reason" as more fully described on Page 78

2. The cash payment that would be made upon termination in the event of change of control is the same value as shown under "Termination Without Cause".

3. Assumes the exercise of all unvested options and share appreciation rights. Shows the estimated value of accelerated awards based on \$42.38 and \$36.65, the respective closing prices of ATCO Class I Shares and Canadian Utilities Class A shares on December 31, 2022.

# OTHER INFORMATION

## Directors and Officers Liability Insurance

ATCO and its subsidiaries have purchased insurance with an annual aggregate limit of \$200 million. Coverage for the directors and officers is \$200 million, with coverage for ATCO and its subsidiaries limited to \$175 million. ATCO paid a premium of \$732,104 in the financial year ended December 31, 2022. No part of the premium was paid by a director or officer. ATCO is responsible for the first \$1 million of any securities claim and for the first \$500,000 of any other loss. There is no deductible in respect of claims against any director or officer.

## Indebtedness of Directors and Officers

There is not and has not been, any indebtedness outstanding from directors or executive officers of the Company to the Company in 2022, other than routine indebtedness previously outstanding as defined under Canadian securities laws. ATCO does not provide loans to directors or senior executive officers except for:

- Senior executive officers that are transferred at the request of the Company from one place of employment to another who may require bridge financing or a market differential loan
- Senior executive officers requiring an advance to fund significant expenses to be incurred on behalf of the Company that will be settled through submission of an expense account.

Internal policies detail the specifics of the handling of these exceptions.

## Interest of Certain Persons or Companies in Matters to be Acted Upon

Management of ATCO is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or nominee for director, senior officer, or anyone who has been a director or senior officer of ATCO at any time since January 1, 2022, or of any associate or affiliate of any of the foregoing individuals, in any matter to be acted on at the meeting, other than the election of directors, except for as set forth in this Circular.

## Interest of Informed Persons in Material Transactions

There were no material interests, direct or indirect, of any informed person of the Company, any proposed director of the Company or any associate or affiliate of any informed person or proposed director of the Company, in any transaction during 2022 or in any proposed transaction which has materially affected or would materially affect the Company.

## Management Contracts

No management functions are performed by a person or corporation other than the directors, executive officers or other employees of the Company.

## Normal Course Issuer Bid (NCIB)

We believe that, from time to time, the market price of our Class I Shares may not fully reflect the value of our business, and that purchasing Class I Shares represents a desirable use of available funds. The purchase of Class I Shares, at appropriate prices, will also minimize any dilution resulting from the exercise of stock options. The Company purchased 486,400 Class I shares for cancellation at a weighted average price of \$47.28 per Class I Share during the most recent 12-month period preceding the date hereof pursuant to a NCIB which commenced on March 9, 2022 and expired on March 8, 2023. On March 8, 2023, the Company refiled a notice of intention to make a NCIB with the TSX, under which the Company can purchase up to 1,014,881 outstanding Class I Shares from March 13, 2023 to March 12, 2024. The aggregate number of Class I Shares that the Company may purchase under the NCIB during any trading day is subject

to a maximum daily purchase limit of 60,948 Class I Shares (being 25% of the average daily trading volume for the six calendar months preceding the date of the acceptance of the notice, which was equal to 243,792 Class I Shares). Any Class I Shares purchased pursuant to the NCIB will be cancelled. A copy of the Company's notice of intention to make a NCIB, which has been accepted by the TSX, can be obtained by the share owners, without charge, by contacting the Company.

### **Additional Information**

Additional information about ATCO is available on SEDAR at [www.sedar.com](http://www.sedar.com). Information about ATCO's business is provided in its annual information form dated March 1, 2023. Financial information is provided in ATCO's financial statements and the management's discussion and analysis for the year ended December 31, 2022.

Copies of these documents and additional copies of this Circular may be obtained upon request from Investor Relations at 3<sup>rd</sup> Floor, West Building, 5302 Forand Street S.W., Calgary, Alberta, T3E 8B4.

Corporate information, including our privacy commitment, is also available on ATCO's website: [www.ATCO.com](http://www.ATCO.com)

### **Forward-Looking Information Advisory**

Certain statements contained in this Circular constitute forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "anticipate", "plan", "estimate", "expect", "may", "will", "intend", "should", "goals", "targets", "strategy", "future", and similar expressions. In particular, forward-looking information in this Circular includes, but is not limited to references to: strategic plans, goals and targets, including ESG targets and the commitment to achieve net zero greenhouse gas (GHG) emissions by 2050; growth plans; expected emissions reductions; the decarbonization of operations; expected electricity generation capacity and/or productive capacity of assets and projects, including assets and projects that have been acquired or that are expected to be developed in the future; the expected purchase and sale of electricity and/or renewable energy; the expected value, term, impact and/or benefits of contracts; the expected timing for commencement, construction, completion or commercial operations of facilities, assets or projects; expected economic and community benefits; information pertaining to planned but not yet fully developed projects, including development projects acquired as part of the Renewable Energy Portfolio Acquisition from Suncor Energy Inc., also the Central West Pumped Storage Hydro Project, also the Canadian Pacific Hydrogen Locomotive Project, also the Suncor ATCO Heartland Hydrogen Hub Project, also the ATLAS Carbon Sequestration Hub Project, also the Empress and Calgary Solar Development Projects.

Although the Company believes that the expectations reflected in the forward-looking information are reasonable based on the information available on the date such statements are made and processes used to prepare the information, such statements are not guarantees of future performance and no assurance can be given that these expectations will prove to be correct. Forward-looking information should not be unduly relied upon. By their nature, these statements involve a variety of assumptions, known and unknown risks and uncertainties, and other factors, which may cause actual results, levels of activity, and achievements to differ materially from those anticipated in such forward-looking information. The forward-looking information reflects the Company's beliefs and assumptions with respect to, among other things, the Company's ability to successfully achieve its net zero GHG emissions target by 2050 and other ESG targets by 2030; the development and performance of technology and technological innovations and the ability to otherwise access and implement all technology necessary to achieve GHG and other ESG targets; continuing collaboration with certain regulatory and environmental groups; the performance of assets and equipment; demand levels for oil, natural gas, gasoline, diesel and other energy sources; certain levels of future energy use; future production rates; future revenue and earnings; the ability to meet current project schedules, and other assumptions inherent in management's expectations in respect of the forward-looking information identified herein.

The Company's actual results could differ materially from those anticipated in this forward-looking information as a result of, among other things, risks inherent in the performance of assets; capital efficiencies and cost savings; applicable laws and government policies; regulatory decisions; competitive factors in the industries in which the Company operates; prevailing economic conditions; credit risk;

interest rate fluctuations; the availability and cost of labour, materials, services, and infrastructure; the development and execution of projects; prices of electricity, natural gas, natural gas liquids, and renewable energy; potential termination or breach of contract by contract counterparties; the development and performance of technology and new energy efficient products, services, and programs including but not limited to the use of zero-emission and renewable fuels, carbon capture, and storage, electrification of equipment powered by zero-emission energy sources and utilization and availability of carbon offsets; the occurrence of unexpected events such as fires, severe weather conditions, explosions, blow-outs, equipment failures, transportation incidents, and other accidents or similar events; and other risk factors, many of which are beyond the control of the Company. Due to the interdependencies and correlation of these factors, the impact of any one material assumption or risk on a forward-looking statement cannot be determined with certainty. Readers are cautioned that the foregoing lists are not exhaustive. For additional information about the principal risks that the Company faces, see “Business Risks and Risk Management” in the Management’s Discussion and Analysis for the year ended December 31, 2022 (MD&A), which is available on SEDAR at [www.sedar.com](http://www.sedar.com).

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

Any forward-looking information contained in this Circular 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.

## **Non-GAAP and Other Financial Measures Advisory**

This Circular includes references to “adjusted earnings”, which is a “total of segments measure” as that term is defined in National Instrument 52-112 *Non-GAAP and Other Financial Measures Disclosure*. The most directly comparable measure reported in accordance with IFRS is “earnings attributable to Class I and Class II shares”, which was \$370 million as at December 31, 2022 and \$246 million as at December 31, 2021. For additional information, see “Other Financial and Non-GAAP Measures” and “Reconciliation of Adjusted Earnings to Earnings Attributable to Class I and Class II Shares” in the MD&A, which is available on SEDAR at [www.sedar.com](http://www.sedar.com). The information provided in the MD&A under the heading “Reconciliation of Adjusted Earnings to Earnings Attributable to Class I and Class II Shares” is incorporated by reference herein.



# SCHEDULE A – BOARD OF DIRECTORS MANDATE

The Board of Directors (the Board) of ATCO Ltd. (the Corporation) is responsible for the stewardship of the Corporation and for overseeing the conduct of the business of the Corporation and the activities of management, who are responsible for the day-to-day conduct of the business.

## COMPOSITION AND OPERATION

The Board operates by reserving certain powers to itself and delegating certain of its authorities to management. The Board retains responsibility for managing its own affairs, including selecting its chair, planning its composition and size, nominating candidates for election to the Board, determining independence of Board members, constituting committees of the Board, determining director compensation, periodically discussing matters of interest separate from and independent of any influence from management, and assessing the effectiveness of the Board, committees and directors in fulfilling their responsibilities. Subject to the articles and by-laws of the Corporation and the Alberta Business Corporations Act (the ABCA), the Board may constitute, seek the advice of, and delegate powers, duties and responsibilities to committees of the Board.

## RESPONSIBILITIES

The Board's primary responsibilities are to enhance and preserve long-term shareholder value and to ensure that the Corporation meets its obligations on an on-going basis and operates in a reliable and prudent manner. In performing its duties, the Board should also consider the legitimate interests that other interested parties, such as employees, customers and communities, may have in the Corporation. In broad terms, the stewardship of the Corporation involves the Board in strategic planning, risk management and mitigation, senior management determination, communication planning, and internal control integrity. More specifically, the Board is responsible for:

- a. to the extent feasible, satisfying itself as to the integrity of the Chief Executive Officer (CEO) and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the organization,
- b. adopting a strategic planning process and approving, on at least an annual basis, a strategic plan for the Corporation which takes into account, among other things, the opportunities and risks of the business,
- c. identifying the principal risks of the Corporation's business and ensuring the implementation of appropriate systems to manage these risks,
- d. succession planning (including training and monitoring senior management),
- e. adopting a communication policy for the Corporation that includes measures for receiving feedback from interested parties,
- f. the Corporation's internal control and management information systems,
- g. developing the Corporation's approach to corporate governance, including developing a set of corporate governance principles and guidelines that are specifically applicable to the Corporation, and
- h. on an individual basis, attending Board meetings, reviewing meeting materials in advance of meetings, and complying with the other expectations and responsibilities of directors of the Corporation established by the Board.

## SPECIFIC DUTIES

The Board's specific duties, obligations and responsibilities fall into the following categories:

### 1. Legal Requirements

- a. The Board has oversight responsibility for the Corporation's satisfaction of its legal obligations and for properly preparing, approving and maintaining the Corporation's documents and records.
- b. The Board has the statutory obligation to
  - i. manage or supervise the management of the business and affairs of the Corporation,
  - ii. act honestly and in good faith with a view to the best interests of the Corporation,
  - iii. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and
  - iv. act in accordance with its obligations contained in the ABCA and the regulations thereunder, the Corporation's articles and by-laws, and other relevant legislation and regulations.
- c. The Board has the statutory obligation to consider certain matters as a board of directors. The Board may not delegate to management or to a committee of the Board the authority to
  - i. submit to the shareholders any question or matter requiring the approval of the shareholders,
  - ii. fill a vacancy among the directors or in the office of auditor, or appoint additional directors,
  - iii. issue securities except in the manner and on the terms authorized by the Board,
  - iv. declare dividends,
  - v. purchase, redeem or otherwise acquire shares issued by the Corporation, except in the manner and on the terms authorized by the Board,
  - vi. pay a commission to any person in consideration of the person's purchasing or agreeing to purchase shares of the Corporation from the Corporation or from any other person, or procuring or agreeing to procure purchasers for shares of the Corporation, except as authorized by the Board,
  - vii. approve any management proxy circular relating to a solicitation of proxies by or on behalf of management of the Corporation,
  - viii. approve any take-over bid circular or directors' circular,
  - ix. approve any annual financial statements of the Corporation, or
  - x. adopt, amend or repeal by-laws.

### 2. Independence

The Board is responsible for implementing appropriate structures and procedures to permit the Board to function independently of management.

### 3. Strategic Planning

The Board is responsible for ensuring that there are long-term goals and a strategic planning process in place for the Corporation and participating with management, at least annually, directly or through its committees in approving the strategic plan by which the Corporation proposes to achieve its goals.

### 4. Risk Management

The Board is responsible for understanding the principal risks of the business in which the Corporation is engaged, achieving a proper balance between risks incurred and the potential return to shareholders, and confirming that there are systems in place that effectively monitor and manage those risks with a view to the long-term viability of the Corporation.

## **5. Appointment, Training and Monitoring of Senior Management**

The Board is responsible for:

- a. appointing the CEO of the Corporation, monitoring and assessing the CEO's performance, determining the CEO's compensation, and providing advice and counsel to the CEO in the execution of the CEO's duties,
- b. approving the remuneration of the named executive officers, and
- c. confirming that adequate provision has been made for the training and development of management and for the orderly succession of management.

## **6. Reporting and Communication**

The Board is responsible for:

- a. verifying that the Corporation has in place policies and programs to enable the Corporation to communicate effectively with its shareholders, other interested parties and the public generally,
- b. verifying that the financial performance of the Corporation is adequately reported to shareholders, other security holders and regulators on a timely and regular basis,
- c. verifying that the Corporation's financial results are reported fairly and in accordance with generally accepted accounting principles,
- d. verifying the timely reporting of any other developments that have a significant and material effect on the value of the Corporation, and
- e. reporting annually to shareholders on the Board's stewardship of the affairs of the Corporation for the preceding year.

## **7. Monitoring and Acting**

The Board is responsible for:

- a. verifying that the Corporation operates at all times within applicable laws and regulations to the highest ethical and moral standards,
- b. approving and monitoring compliance with the significant policies and procedures by which the Corporation is operated,
- c. overseeing the Corporation's approach to sustainability and environmental, social and governance matters,
- d. verifying that the Corporation sets appropriate environmental standards in its operations and is in compliance with environmental laws and regulations,
- e. verifying that the Corporation has in place appropriate programs and policies for the health and safety of its employees in the workplace,
- f. monitoring the Corporation's progress toward its goals and objectives and revising and altering its direction through management in response to changing circumstances,
- g. taking action when the Corporation's performance falls short of its goals and objectives or when other special circumstances warrant,
- h. verifying that the Corporation has implemented adequate disclosure controls and procedures and internal control and information systems,
- i. ensuring that the Board receives from senior management on a timely basis the information and input required to enable the Board to effectively perform its duties,
- j. adopting a written code of business conduct and ethics and monitoring compliance with the code,
- k. annually assessing the adequacy of this Mandate and making any changes deemed necessary or appropriate, and
- l. conducting and acting upon annual assessments and evaluations of the Board, committees of the Board and individual directors.

## **8. Other**

The foregoing list of duties is not exhaustive. The Board may perform any other activities consistent with this mandate, the Corporation's articles and by-laws, and any other governing laws, as the Board deems necessary or appropriate.

# SCHEDULE B – 2022 COMPARATOR COMPANIES

3M Canada Company  
Aecon Group, Inc.  
AirBoss of America Corp  
Akzo Nobel  
All Weather Windows, Ltd.  
ALMAG  
Alpek Canada  
Alstom Transport Canada, Inc.  
Amcors Packaging Canada, Inc.  
Americold  
AmerisourceBergen Corporation  
Andersen Corporation - Andersen Windows, Inc.  
Ansell Canada Inc  
Apex Tool Canada, Ltd.  
Arctic Cool Chillers Limited  
ASSA ABLOY of Canada  
Avient - Canada  
Axalta Coating Systems Canada  
Balcan Innovations, Inc.  
BASF Canada  
BMT Group Canada  
Bolt Technologies, Inc. (GoBolt)  
Bombardier, Inc.  
Bosch Rexroth Canada Corp.  
Brookfield Residential Properties, Inc.  
C.H. Robinson Company (Canada) Ltd.  
Cadillac Fairview Corporation  
Canada Post Corporation - Purolator  
Canadian Pacific Railway Limited  
Cargill  
Carrier  
Centra Industries, Inc.  
Centuri Group, Inc.  
Cepheid  
CF Chemicals, Ltd.  
CMA CGM CANADA  
Colas Canada, Inc.  
Columbian International Chemicals Corporation  
Cornerstone Building Brands  
Corteva Agriscience Canada Company  
Crown Equipment  
Cummins Canada  
Cytiva  
Danfoss, Inc.  
Day & Ross, Inc.  
DeLaval, Inc.  
DEW Engineering  
DHL  
Dyno Nobel Canada, Inc.  
Eaton Industries (Canada) Company  
Ecolab Canada  
Electrolux  
Eriks North America Inc.  
Evonik Canada, Inc.  
Exel Canada, Ltd.  
FedEx Express Canada  
Finning Canada  
Fluor  
Flowserve Canada Corp.  
Garaga  
Garland Canada  
Gates Canada Inc.  
GEA  
Generac Power Systems  
Gerdau Ameristeel Corporation  
Great Western Malting Co.  
Grundfos Canada, Inc.  
GXO Logistics, Inc.  
H.C. Starck Canada Inc  
HAMMOND POWER SOLUTIONS  
H-E Parts International LLC  
Hillenbrand, Inc. - Batesville Canada, Ltd.  
Howden Group Canada  
Husky Injection Molding Systems, Ltd.  
HyLife, Ltd.  
IFCO  
Indorama Ventures PTA Montreal L.P. (IVPTA)  
Intelcom Courier Canada Inc.  
Interface Canada  
International Paper Canada Pulp Holdings ULC  
IPL Plastics  
J.D. Irving, Ltd.  
Jeld-Wen of Canada Ltd  
JFE Shoji Power Canada  
John Deere Canada ULC  
Johns Manville Canada, Inc.  
KONE Inc. (Canada)  
Konecranes Canada, Inc.  
KTH Shelburne Manufacturing  
Kuehne + Nagel - Canada

LANXESS - North America  
Ledcor  
Lehigh Hanson, Inc. (Canada)  
Lennox Industries (Canada) Ltd  
Libbey Inc.  
Long & McQuade Limited  
Mattamy Homes Limited  
Meritor, Inc.  
Mersen Canada DN, Ltd.  
Methanex Corporation  
Metso Outotec Canada  
Mettler-Toledo Inc.  
Michelin North America (Canada)  
Miller Paving Limited  
MiTek Canada, Inc.  
Multiplex Construction Canada Limited  
Nova Bus Inc.  
Nova Chemicals  
Nutrien  
Nvent Thermal Canada Ltd.  
Orica Canada, Inc.  
Oshkosh Corporation (Canada)  
Otis Elevator Company  
Owens Corning - Canada  
Parker Hannifin Canada  
Pearson Canada, Inc.  
PPG Industries  
Praxair Canada, Inc.  
Prevost Car, Inc.  
Quaker Houghton Canada Inc.  
Queensland Sugar Limited  
Raytheon Technologies - RTX Corporate  
Resolute Forest Products, Inc.  
Rheem Canada, Ltd.  
RHI Canada, Inc.  
Rimex Supply, Ltd.  
Rockwell Automation  
S&C Electric Canada, Ltd.  
Saint-Gobain Canada Inc.  
Samuel, Son & Co., Limited  
Sandvik Canada, Inc.  
Schaeffler Aerospace Canada, Inc.  
Schenker of Canada Limited  
Seaspan Ship Management, Ltd.  
Shawcor, Ltd.

Sidel Canada, Inc.  
Siegwerk Canada, Inc.  
Siemens Canada Limited  
Sika Canada Inc  
Simpson Strong-Tie Canada, Ltd.  
Spirax Sarco Canada Limited  
SPX Corporation  
Steelcon Fabrication  
Sunbelt Rentals  
SureWerx  
Syncreon Canada, Inc.  
Teekay Shipping Canada  
Tempel Steel Company  
Tenaris Global Services (Canada) Inc.  
Teranet Inc.  
Tetra Pak Canada  
The CSL Group, Inc.  
The Minto Group  
The Sherwin-Williams Company (Canada)  
The Woodbridge Group  
Thermon Canada, Inc.  
Thomson Reuters  
ThyssenKrupp AG (Canada)  
TK Elevator Canada  
Toyota Boshoku Canada, Inc.  
Trane Canada Co.  
Trench Limited  
United Rentals  
UPM Raflatac Canada Inc.  
Uponor, Ltd.  
UPS Canada  
Valmet, Ltd.  
VersaCold Logistics Services  
Viterra Inc.  
Vitro Flat Glass Canada Inc.  
Waste Management, Inc. (Canada)  
Watts Water Technologies (Canada) Inc.  
Werner Enterprises Canada Corporation  
WESCO Distribution Canada LP  
West Fraser Timber  
Western Forest Products, INC.  
Westrock Company of Canada Corp  
Wilo Canada Inc.  
Winpak Portion Packaging, Ltd.  
XPO Logistics Canada, Inc.

# SCHEDULE C - SUMMARY OF THE MATERIAL TERMS OF THE STOCK OPTION PLAN

## *Plan Maximum, Securities Awarded and Securities Available for Grant*

Since its inception in 1994, the Stock Option Plan has required the maintenance of a reserve of Class I shares to cover the options granted to participants. This reserve must be replenished from time to time so that the Company has a sufficient number of Class I shares to cover new option grants. Share owners were last asked to approve the Stock Option Plan in May 2022, when share owners approved a resolution to replenish the share reserve by 8,664,900 Class I Shares which resulted in the reservation of the maximum number of Class I Shares authorized for issuance, being 10,200,000.

Prior to that, share owners approved general amendment provisions for the Stock Option Plan in May 2007, and prior to that, the Stock Option Plan was approved by share owners in May 2000, at which time the number of Class I Shares approved for issuance under the Stock Option Plan was 2,550,000. The Company subsequently completed two stock splits, which changed the fixed maximum of Class I Shares reserved for issuance under the Stock Option Plan to 10,200,000.

The table on Page 75 of the Circular shows the number of options to acquire Class I Shares currently outstanding as well as the amount available for future grants. The table on Page 75 of the Circular shows the annual burn rate of the Stock Option Plan for the past three years.

## *Eligible Participants and Insider Participation Limits*

Certain officers and key employees of the Company and its subsidiaries are eligible to participate in the Stock Option Plan, at the Board's discretion. The number of the Company's securities (a) issued to insiders of the Company, within any one year period, and (b) issuable to insiders of the Company, at any time, under the Stock Option Plan, or when combined with all of the Company's other security based compensation arrangements, shall not exceed 10% of the Company's total issued and outstanding securities. The Stock Option Plan does not provide for a maximum number of securities that any one person or company is entitled to receive under the Stock Option Plan.

## *Exercise Price, Vesting, Term, Blackout Periods, Assignability, Financial Assistance and Cashless Exercise*

Options to purchase Class I Shares granted under the Stock Option Plan have an exercise price based on the market price of Class I Shares at the time of the option grant. For these purposes, the market price of Class I Shares at the time of the option grant equals the weighted average trading price of the Class I Shares on the TSX for the five trading days immediately preceding the date of the option grant. The Board may impose vesting limitations in its sole unfettered discretion at the time of the option grant. Generally, options granted prior to 2020 have a ten-year term with one-fifth of the total option grant vesting each year starting on the first anniversary date of the grant and options granted 2020 forward have an eight-year term with one-quarter of the total option grant vesting each year starting on the first anniversary date of the grant. At the time an option is granted, the Board shall determine the number of Class I Shares that may be acquired under such option and the period during which such option may be exercised.

In the event the expiration date for an option falls during or within ten (10) business days after a "black out period" is imposed by the Company under its insider trading policy, then the expiry date of such option shall be extended to the date that is ten (10) business days after the last day of the black out period, after which time the option will expire and terminate.

Options may not be assigned or transferred, except by will or applicable law in the event of death or permanent disability of the Stock Option Plan participant. The Company is not permitted to provide any financial assistance to Stock Option Plan participants in order to facilitate the exercise of options. The Stock Option Plan allows for the "cashless" exercise of options and provides details regarding how a Stock Option Plan participant can make this election and complete a "cashless" exercise of options.

### *Cessation of Entitlements*

The table below summarizes the treatment of a Stock Option Plan participant's options upon resignation, termination, retirement, and death or permanent disability.

<b>Event</b>	<b>Treatment of Options</b>
<b>Resignation / termination (with or without cause)</b>	As of the service termination date (as defined in the Stock Option Plan), all unvested options shall immediately terminate. Any vested options shall expire on the date that is the earlier of (a) 90 days after the service termination date and (b) the scheduled expiry of the option.
<b>Retirement</b>	<p>For options granted after 2019: Any unvested options as of the date of retirement (as defined in the Stock Option Plan) shall continue to vest in accordance with the vesting schedule set out in the participant's option agreement(s). Any options vested on, prior to or after the date of retirement, shall be exercisable on or before the last day of the scheduled expiry of the option. Notwithstanding the above, if, following retirement, the participant provides services as an employee or consultant to any competitive business (as defined in the Stock Option Plan) then any unvested options shall immediately terminate and any vested options shall be exercisable on or before the earlier of (a) 90 days after the date of retirement and (b) the scheduled expiry of the option.</p> <p>For options granted in or prior to 2019: Any unvested options as of the date of retirement are forfeited as of the date of retirement. Any options which have vested as of the date of retirement can be exercised until the earlier of (a) 24 months after the date of retirement, or (b) the scheduled expiry of the option.</p>
<b>Death / permanent disability</b>	Any unvested options as of the date of the participant's death or permanent disability shall immediately expire and terminate. Any vested options shall be exercisable on or before the earlier of (a) 24 months after the date of death or permanent disability and (b) the scheduled expiry of the option.

### *Sale of Assets or Change of Control*

If there is a sale by the Company of all or substantially all of its assets, or if there is a change of control of the Company, then a participant shall be entitled to exercise each option granted to the participant until the earlier of: (a) the scheduled expiry of the option and (b) the 90th day after the date of termination of the participant's status with the Company or a subsidiary of the Company at the time and under which the option was granted.

### *Amendments*

The Board may at any time, without share owner approval, add to or repeal any of the terms of the Stock Option Plan or any options and without limiting the generality of the foregoing, may make the following changes, deletions, revisions or amendments:

- I any amendment to the vesting provisions of the Stock Option Plan or any option,
- II any amendment to the termination provisions of the Stock Option Plan or any option, provided that such amendment does not entail an extension beyond the expiry date of the option,
- III any amendment to the persons eligible to receive options or otherwise relating to the eligibility of anyone to receive options other than an amendment which would have the potential of broadening or increasing insider participation,
- IV any amendment with respect to the method or manner of exercise of any option,
- V any amendment of a "housekeeping" nature, and
- VI any other amendment that under the rules of the TSX (or such other stock exchange on which the Class I Shares may be listed) does not require share owner approval,

provided that no such addition, repeal, or amendment shall in any manner materially adversely affect the rights of any participant under any options theretofore granted under the Stock Option Plan without such participant's consent.

The foregoing is intended to provide the Board with the broadest scope of amendment powers permitted by the rules of the TSX (or such other stock exchange on which the Class I Shares may be listed), as such rules may be amended from time to time.

*Suspension / Termination*

The Board may, at any time, suspend or terminate the Stock Option Plan.





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