

Alectra Inc. (“Alectra”) Board of Directors Compensation

Introduction

Alectra is a local distribution company (“LDC”) and energy services provider, formed as a result of a merger of Enersource, Horizon and PowerStream, and the subsequent purchase of Hydro One Brampton, from the Province of Ontario. Alectra serves approximately one million customers in the Greater Golden Horseshoe area, including the Municipalities of Barrie, Markham, Richmond Hill, Vaughan, Aurora, Hamilton, St. Catharines and Mississauga, making it the second largest municipally-owned LDC in Canada by customers. Alectra has both regulated and non-regulated businesses, which it intends to grow over the coming years, in parallel with achieving synergies as a result of integrating the four predecessor companies.

The Board of Directors has the mandate to govern Alectra by setting its strategic direction and risk tolerances, selecting and overseeing the effectiveness of the CEO and monitoring the successful performance, culture and ethical integrity of the corporation. The Corporate Governance and Nominating Committee (“CGNC”), which is a standing committee reporting to the Board of Directors of Alectra, is responsible for recommending and reviewing as appropriate, the Board compensation philosophy and its practical application. The Alectra Board of Directors is responsible for approving all Board compensation matters. It is critical that the compensation for Directors be in line with current legislation and best practices, and is appropriate to retain the talent necessary to fulfill its mandate.

Board Compensation Philosophy

Alectra will provide Board compensation that is aligned with other public sector organizations due to Alectra’s ownership structure, yet still remain competitive with the private sector to attract both public sector and private sector talent. It is important that Alectra’s Board pay practices enable it to provide leading governance and support to Alectra’s complex and evolving business.

The following three principles will be applied to Alectra Director compensation:

Financially Prudent – Compensation will recognize the ownership structure of the organization and be accountable to the municipal shareholders.

Fairness – Compensation recognizes pay should reflect the work required for each individual, and that it should be comparable to other similar organizations.

Transparency – Compensation will be established in a transparent manner and in a way that can be clearly communicated to all stakeholders.

Process for Benchmarking Board Compensation

The CGNC will regularly review the Alectra Board’s compensation philosophy and its practical application, and will engage external compensation experts as required. Reviews by external experts will include benchmarking to comparable organizations from both the public and private sector.

The CGNC will align Board compensation with public sector organizations yet remain competitive with the private sector and therefore the comparator group must comprise organizations from both sectors. In both cases, the comparator group should comprise organizations similar in size to Alectra or with whom Alectra might compete in the market, including LDCs, other highly regulated sectors and other industries. For private companies Alectra Board compensation should fall at a P25 recognizing the ownership structure of the organization. Data from similarly sized federal crown corporations and Ontario public sector organizations must be considered. In looking at private sector organizations, it should be recognized that Alectra is not a publicly traded company and therefore while a peer group for comparators may include publicly traded companies, it should not be given undue weight.

Board Compensation Structure

The Board compensation structure should be straightforward and easy to understand, keeping in line with the principle of transparency. While some of the Boards of companies in Alectra’s peer group link compensation to company performance, typically through equity ownership, considering the nature of the Alectra organization and its ownership structure, Director compensation for Alectra will not include this element. Instead, Directors will receive a retainer plus meeting fees consistent with the comparable organizations as discussed above. Further, additional compensation for the Board Chair and committee Chairs should be consistent with the additional effort required for those positions. In the case of the Board Chair, a flat retainer with no additional compensation for meetings should be implemented.

Current Board Compensation

Mercer, a third-party compensation expert, was engaged by the CGNC to develop a recommendation for Alectra Board compensation. Mercer’s recommendation was based upon a comparator group of publically traded and non-publically traded organizations, federal crown corporations and Ontario public sector companies consistent with the principles set out above.

The CGNC and the Board of Directors adopted Mercer’s recommendation for compensation, which results in significant savings as compared to the aggregate of the four predecessor organizations. Alectra’s Board of Directors compensation is summarized as follows:

Compensation Component	Role	Fees
Board Retainer	Non-Executive Chair ¹	\$75,000
	Regular Board Member	\$25,000
Committee Retainer (additional compensation)	Audit Committee Chair	\$6,000
	Other Board Committee Chair	\$6,000
	Committee Member	\$0
Meeting Fees	Meeting Attendance	\$1,250

Note 1: Board Chair receives a flat fee and does not receive any additional compensation for attending meetings.

Alectra Board – Mandate

The mandate of the Board is to govern Alectra Inc., by setting its strategic direction and risk tolerances, selecting and overseeing the effectiveness of the CEO, and monitoring the successful performance, culture and ethical integrity of the Corporation.

The Board has the authority to:

- Supervise the Corporation's business and affairs, structure, processes, systems, controls and culture
- Delegate authority to the CEO or Committees, provided that any authority not explicitly delegated remains with the Board
- Authorize investigations or studies of matters that reflect on issues of material substantial risk to the Corporation or such other matters as it deems appropriate
- Obtain expertise and assistance from outside professional advisors as required to assist in the execution of its due diligence activities

The Board is accountable to the Shareholders to establish a system of effective corporate governance and to achieve the corporation's mission/vision/purpose.

At all times, the spirit and letter of the Unanimous Shareholders Agreement and its Guiding Principles will govern the Board's actions and decisions, including referring specified items for Shareholder approval as required.

There are four Standing Committees of the Board, namely the Corporate Governance & Nominating Committee (CGN), Audit, Finance and Risk Management Committee (AFRM), the Human Resources and Compensation Committee (HRCC), and the Integration Committee (IC).

Mandate of the Audit, Finance and Risk Management Committee:

The mandate of the Audit, Finance and Risk Management Committee (the "Committee" or "AFRM") is to assist the Board in fulfilling its oversight responsibilities for the reliability and integrity of the Corporation's financial reporting, business financial planning, system of internal controls, internal and external audit programs, ongoing compliance with legislation, regulations and internal policies, and risk management program.

The AFRM affords management, the internal auditor and the external auditor a direct conduit to the Board. The Committee shall also carry out such other duties as may be delegated to it by the Board of Directors from time to time.

Mandate of the Corporate Governance & Nominating Committee

The mandate of the Corporate Governance and Nominating Committee (the "Committee") is to assist the Board in fulfilling its oversight responsibilities and gaining reasonable assurance as to the effectiveness of corporate governance, board, committee and director effectiveness, board renewal, nominations and elections, environmental, stewardship and social responsibility strategies and outcomes, including embracing a culture of sustainability and community presence, and to monitor compliance with the Unanimous Shareholders Agreement.

The Committee shall also carry out such other duties as may be delegated to it by the Board of Directors from time to time.

Mandate of the Human Resources & Compensation Committee

The mandate of the Human Resources and Compensation Committee (the “Committee”) is to assist the Board in fulfilling its oversight responsibilities by gaining reasonable assurance as to the effectiveness of:

1. The Corporation’s relationship with the CEO,
2. Executive compensation and conditions of employment,
3. CEO and executive performance and succession planning,
4. Human resources policies and plans, including compensation and benefits plans,
5. Health and safety matters, and
6. Compliance with disclosure requirements regarding compensation and human resources matters.

The Committee shall also carry out such other duties as may be delegated to it by the Board of Directors from time to time.

Mandate of the Integration Committee:

The mandate of the Integration Committee (the “Committee”) is to assist the Board in fulfilling its oversight responsibilities by gaining reasonable assurance as to the effectiveness of:

- The Corporation’s integration, including the achievement of synergies, milestones and desired organizational culture
- The continuous improvement of organizational effectiveness through the integration of M&A and supporting strategies that prioritize organizational efforts, initiatives, and resources critical in helping achieve the corporate mission, culture, and strategic plan objectives
- Providing oversight regarding new business development

The Committee shall also carry out such other duties as may be delegated to it by the Board of Directors from time to time.

**Alectra Board - 2018 Compensation
(January - December, 2018)**

BOARD MEMBER	BOARD	COMMITTEE	ANNUAL	ADDITIONAL COMP.	Number of	2018	TOTAL ANNUAL
	POSITION	MEMBER	RETAINER	COMMITTEE CHAIR	Meetings Attended	MEETING FEES	COMPENSATION
Norm Loberg	Board Chair	HRCC	\$ 75,000.00				\$ 75,000.00
Gerry Beasley	Chair AFRM	AFRM, DC, INT	\$ 25,000.00	\$ 6,000.00	24 of 24	\$ 30,000.00	\$ 61,000.00
Paul Benson	Chair DC*, Chair HRCC**	AFRM, DC, HRCC, INT	\$ 25,000.00	\$ 6,000.00	24 of 25	\$ 30,000.00	\$ 61,000.00
Mayor Maurizio Bevilacqua	Chair INT	INT	\$ 25,000.00	\$ 6,000.00	11 of 14	\$ 13,750.00	\$ 44,750.00
Robert Cary *	Chair HRCC	CGN, HRCC	\$ 12,500.00	\$ 3,000.00	10 of 10	\$ 12,500.00	\$ 28,000.00
Mayor Bonnie Crombie	Board of Director	HRCC	\$ 25,000.00		12 of 16	\$ 15,000.00	\$ 40,000.00
Giuseppina D'Agostino	Board of Director	CGN, HRCC	\$ 25,000.00		20 of 20	\$ 25,000.00	\$ 50,000.00
Mayor Fred Eisenberger	Board of Director	CGN	\$ 25,000.00		9 of 14	\$ 11,250.00	\$ 36,250.00
Councillor Matt Harris**	Board of Director	CGN, INT	\$ 12,500.00		8 of 9	\$ 10,000.00	\$ 22,500.00
Mayor Jeff Lehman	Board of Director	AFRM	\$ 25,000.00		16 of 17	\$ 20,000.00	\$ 45,000.00
Don Lowry	Chair DC**	HRCC, DC, INT	\$ 25,000.00	\$ 3,000.00	21 of 23	\$ 26,250.00	\$ 54,250.00
Teresa Moore	Board of Director	AFRM, CGN	\$ 25,000.00		21 of 21	\$ 26,250.00	\$ 51,250.00
Mayor Frank Scarpitti	Board of Director	AFRM	\$ 25,000.00		14 of 17	\$ 17,500.00	\$ 42,500.00
Annesley Wallace	Chair CGN	CGN, DC, INT	\$ 25,000.00	\$ 6,000.00	18 of 21	\$ 22,500.00	\$ 53,500.00

Board Committees

- Audit Finance & Risk Management - AFRM
- Corporate Governance & Nominating - CGN
- Development Committee - DC
- Human Resources & Compensation Committee - HRCC
- Integration - INT

* January - June 2018 (6 months)

**July - December 2018 (6 months)