

1. INTRODUCTION

- a. This Mandate applies to each Director of the Board of Directors (the “**Board**”) of ENMAX Corporation and its direct and indirect subsidiaries (the “**Corporation**” or “**ENMAX**”).
- b. Members of the Board of ENMAX bear ultimate responsibility for supervising the management of the Corporation and for representing the interests of the Corporation, having a view to the reasonable expectations of the Shareholder and other stakeholders of the Corporation.
- c. This Mandate is intended to provide additional guidance to Directors regarding their role in fulfilling their duties in accordance with applicable law, the constating documents of the Corporation and the Board of Directors Mandate of the Corporation (the “**Board Mandate**”). This Mandate supplements and should be read in conjunction with, the Board Mandate.

2. RESPONSIBILITIES

- a. All Directors must act honestly and in good faith with a view to the best interests of the Corporation, and in accordance with the Board Mandate, the constating documents of the Corporation and applicable law.
- b. The fundamental role of a Director in carrying out their duty is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Corporation. In fulfilling their responsibility, the Director, where appropriate, may reasonably rely on the honesty and integrity of the Corporation’s senior management and expert legal, accounting, financial and other advisors.
- c. A Director should be familiar with the organizational documents of the Corporation, the Board Mandate and the provisions of the Business Corporations Act (Alberta) applicable to them as a Director of the Corporation.
- d. Each Director must have an understanding of the Corporation’s principal operational and financial objectives, plans, strategies, financial position and performance. A Director should become familiar with and participate in the following matters:
 - i. approval of the strategy for the business;
 - ii. reviewing policies for implementing the strategy;
 - iii. appointment of the Chief Executive Officer and the other senior officers of the Corporation;
 - iv. setting goals and standards for the Corporation’s management, monitoring their performance and taking corrective action where necessary; and
 - v. fulfilling fiduciary and legal requirements.
- e. Directors must have sufficient time to carry out their duties and not assume responsibilities that would materially interfere with, or be incompatible with, Board membership.
- f. Directors may have outside business interests, including to serve on the boards of other companies, so long as these commitments do not materially interfere, and are compatible, with their ability to fulfill their duties as a member of the Board. Any outside business interests held by a Director must not be seen as having any real or perceived conflict of interest with respect to lobbying activities the Corporation might reasonably engage in from time to time. Directors must advise the chair of the Board (the “**Board Chair**”), and the Board Chair must advise the Corporate Governance Committee Chair, in advance of accepting an invitation to serve on the board of another company or for any other significant outside business or activities.
- g. Directors who experience a significant change in their personal circumstances, including a change in their principal occupation, are expected to promptly advise the Corporate Governance Committee Chair.

- h. A Director is expected to prepare for, attend and participate in a meaningful way in all Board and applicable Committee meetings, and to spend the time needed to meet as often as necessary to properly discharge their obligations.
- i. The Corporation's management will provide Directors with materials, briefings and additional educational opportunities to permit them to become familiar with the Corporation and to enable them to better perform their duties. A Director is expected to review such materials, and to participate in briefings and educational opportunities on a timely basis.
- j. A Director is expected to declare potential conflicts of interest and abstain from discussions and votes where there is a potential for conflict.
- k. A Director must maintain the confidentiality of Board proceedings. In addition, Directors must refrain from discussing the Corporation or any matters relevant to the Corporation with elected officials or government representatives, unless authorized or directed to do so by the Board Chair or the Chief Executive Officer of the Corporation in accordance with the ENMAX Lobbying Policy.
- l. The Board expects its Directors to act ethically at all times and to annually acknowledge their adherence to the Board of Directors' Code of Conduct and ENMAX's Code of Conduct. The Board will not permit the waiver of any ethics policy for any Director.

3. QUALIFICATIONS

- a. The Corporation's Board of Directors believes that the Board should consist of a majority of independent and unrelated Directors who meet the criteria for independence established by the Canadian Securities Administrators, as amended from time to time.
- b. The Corporate Governance Committee (the "**Committee**") will solicit and receive recommendations and review the qualifications of potential Director candidates in accordance with the Mandate of the Committee. The consideration of a candidate as a Director will be based on the Committee's assessment of the individual's background, skills and abilities, and whether such characteristics qualify the individual to fulfill the needs of the Board at that time.
- c. The Board will monitor the mix of skills and experience of a Director in order to ensure that the Board has the necessary tools to perform its oversight function effectively.

4. ELECTIONS

- a. The Articles of Incorporation provide for a minimum of one Director and a maximum of 14 Directors. On an annual basis, the Board considers a recommendation from the Committee regarding the optimal size for the Board and the persons to be nominated for election by the Shareholder at the next annual general meeting.
- b. A Director is elected annually by the Shareholder to serve a one-year term. The Shareholder may, by resolution, remove a Director from office between annual Shareholder meetings. Additional Directors may be appointed, and vacancies may be filled, by the Shareholder.
- c. In the event that a vacancy on the Board results from a Director ceasing to serve as the Chief Executive Officer, the Board may appoint the successor Chief Executive Officer as a Director to fill such vacancy, which appointment shall be for a term that ends no later than the conclusion of the next annual general meeting of the Shareholder.

5. BOARD SUCCESSION

The Board Chair and the Corporate Governance Committee Chair review annually the appropriateness of each Director's continuing service and the retirement dates of Directors, and provide recommendations to the Committee. The Committee reviews these recommendations and considers succession planning feedback received by Directors as part of the annual Board Evaluations, reviews the size and composition of the Board and its committees, and addresses the succession planning needs associated with both the

loss of skills and experience created by retiring Directors, and the need for continuity on the Board balanced against the need for new skills to address the strategic direction of the Corporation.

6. AMENDMENTS

- a. The Committee will review this Mandate annually or otherwise as it deems appropriate, and recommend to the Board any changes it considers necessary or desirable.
- b. Minor administrative and typographical amendments to this Mandate may be made by the Corporate Secretary.