



Pursuant to Section 4.1 of the Amended and Restated Bylaw of ENMAX Corporation (the "**Corporation**" or "**ENMAX**"), a committee of the Board of Directors (the "**Board**") to be known as the "Safety, Environment & Sustainability Committee" (the "**Committee**") is established. The Committee has the oversight responsibility and specific duties described below.

1. COMMITTEE MANDATE

- a. The Corporate Governance Committee will review this Mandate and associated workplan annually, or as it otherwise deems appropriate, and recommend to the Board any changes it considers necessary or desirable.
- b. This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board assist the Board in directing the affairs of the Corporation. While this Mandate should be interpreted in the context of applicable law, as well as in the context of the Corporation's constating documents, it is not intended to establish any legally binding obligations.

2. COMMITTEE COMPOSITION

- a. The Committee will be comprised of a minimum of four directors.
- b. The Chair of the Board shall serve as an ex-officio and non-voting member of the Committee.
- c. Each member of the Committee shall be independent within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, as may be amended or replaced from time to time.
- d. Each member of the Committee shall, at all times, be familiar with, and have experience in, the duties and responsibilities set forth in this Mandate.
- e. The membership of the Committee, including the role of Committee Chair, will be reviewed annually by the Corporate Governance Committee.
- f. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board.
- g. Where a vacancy occurs in Committee membership, it may be filled by the Board at any time; provided, however, that if the Committee has fewer than four members as a result of a vacancy, such vacancy must be filled by no later than the next scheduled meeting of the Board.

3. COMMITTEE CHAIR

The Committee Chair will have the responsibilities outlined in ENMAX's Board Leadership Expectations. If the Committee Chair is not present at any meeting of the Committee, the Committee Chair will, in advance of the meeting, designate another member of the Committee to serve as Committee Chair for such meeting, failing which the members of the Committee present at such meeting may appoint a Committee Chair for such meeting from their number.

4. COMMITTEE SECRETARY

The Corporation's Corporate Secretary, or designee, will attend and be the secretary of all Committee meetings.

5. COMMITTEE MEETINGS

The time and place of Committee meetings and the procedures at such meetings will be determined by the Committee members, provided that:

- a. No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present. A majority of members of the Committee shall constitute a quorum. In circumstances where a quorum cannot be constituted, the Board Chair may be considered in establishing quorum and will be entitled to vote for the duration of the meeting.
- b. The Committee shall meet as often as the Committee considers appropriate to fulfill its responsibilities, but, in any event, shall meet at least three times annually.
- c. Any member of the Committee (including the Chair of the Board) or the Chief Executive Officer may call a meeting of the Committee by notifying the Corporation's Corporate Secretary, who will notify the members of the Committee at least 24 hours in advance of the meeting.
- d. The Committee may invite to a meeting any officer or employee of the Corporation, legal counsel, advisor or other person whose attendance it considers necessary or desirable in order to carry out its responsibilities.
- e. The Committee Chair will establish the agenda for each meeting of the Committee, taking into consideration the recommendations of the other members of the Committee, the Board and management.
- f. Briefing materials will be provided to the Committee as far in advance of Committee meetings as practicable.
- g. The Committee shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. However, the Committee Chair may report orally to the Board on any matter in their view requiring the immediate attention of the Board.

6. DUTIES & RESPONSIBILITIES

The Committee's primary purpose is to assist the Board in fulfilling its oversight responsibilities with respect to health, safety, environmental, sustainability, social and governance matters applicable to the Corporation. The Committee also has responsibility to assist other Board committees in supporting their consideration of matters that fall under or overlap with this mandate, and include the specific duties set out below.

a. WORKPLACE SAFETY, HEALTH AND ENVIRONMENT

- i. Review, and report to the Board regarding, the Corporation's safety performance statistics and trends (including safety culture) relative to the benchmarks established by the Committee from time to time.
- ii. Receive from management reports detailing all safety and environmental incidents that ENMAX is required to report under applicable laws.
- iii. Promptly review, and report to the Board regarding, any incident respecting the Corporation's assets or operations that involves a fatality or a life-threatening injury to any person or that otherwise impacts public safety or the environment and has the potential to severely and adversely impact the Corporation's reputation or business continuity.
- iv. Review and approve the mandate of ENMAX's Executive Environment, Health & Safety Committee, who shall be responsible for overseeing the Corporation's occupational health, safety and environment management system.
- v. Review the practices in place to provide employees with the necessary training and equipment to achieve the Corporation's health and safety targets.
- vi. Annually review the status of Corporation's key operational environment matters including environmental issues and developments with ENMAX facilities, environmental performance, the ENMAX Environmental Management System.

- vii. Annually review, and report to the Board regarding, material changes to applicable occupational health and safety laws.
- viii. Annually review, and report to the Board regarding, material civil or criminal environmental proceedings and changes to applicable environmental laws.
- ix. Review, and discuss the Corporation's internal and external environmental reports at an *in-camera* session of the Committee for reports issued by or to the Corporation concerning occupational health and safety matters.
- x. Review management's crisis response plans with respect to health and safety matters, including pandemic preparedness.
- xi. Support the Human Resources Committee with respect to any changes to proposed metrics or award opportunities to ENMAX's safety, environment or ESG metrics and targets.

b. ENVIRONMENTAL, SOCIAL AND GOVERNANCE (“ESG”) MATTERS

- i. Oversight of the Corporation's policy, objectives, systems and reporting of matters relating to ESG to ensure alignment with the Corporation's business strategy.
- ii. Oversee the Company's approach to climate-related issues.
- iii. Oversee the Company's approach to Indigenous Relations.
- iv. Review, monitor and report to the Board regarding:
 - 1. the Corporation's short-term and long-term ESG objectives and targets, and any proposed changes thereto; and
 - 2. the Corporation's ESG-related performance metrics and trends relative to its objectives and targets.
- v. Annually review with management, and report to the Board regarding, any civil or criminal proceedings, claims or other contingency involving environmental matters that could, in each case, have a material effect upon the financial position or operating results of the Corporation.
- vi. Review with management any internal and external environmental audits, findings, orders, reports and recommendations issued by or to the Corporation.
- vii. Review, and recommend to the Board for approval, any ESG-related disclosure of the Corporation.

c. OTHER

- i. Once every three years, or earlier as required, review any Board Level Policies that have been assigned to the Committee, with a view to ensuring that appropriate controls exist, are being implemented, and are in compliance with statutory and regulatory requirements, and recommend any changes to the Board for approval.

7. ACCESS TO MANAGEMENT, BOOKS, RECORDS AND EXTERNAL ADVISORS

- a. The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities and duties as described above, and shall have the authority to seek, retain and terminate external legal counsel or other consultants, accountants or other advisors from a source independent of management, with notice to either the Chair of the Board or the Chief Executive Officer of the Corporation, as deemed appropriate by the Committee to properly discharge its obligations to the Corporation, and to set and pay the respective compensation for these advisors. The Corporation shall provide appropriate funding, as determined by the Committee, for the services of these advisors. The Board will be kept apprised of both the selection of the advisors and the advisors' findings through Committee reports to the Board.

- b. The Committee shall have free and unrestricted access at all times, either directly or through its duly appointed representatives, to the Corporation's management and employees and the books and records of the Corporation.

8. IN-CAMERA SESSIONS

As part of each meeting of the Committee, the Committee shall hold an *in-camera* session, at which management and non-independent directors of the Board are not present, and the agenda for each Committee meeting will afford an opportunity for such a session.