

**EMERA INCORPORATED  
HEALTH, SAFETY AND ENVIRONMENT COMMITTEE  
CHARTER**

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**PART I  
MANDATE AND RESPONSIBILITIES**

Committee Purpose

*Emera Incorporated (“Emera”) is a holding company with a number of operating subsidiaries, and it is recognized that Emera’s operating subsidiaries each have health, safety and environmental responsibilities which are overseen by the Boards of Directors of each subsidiary. The Health, Safety and Environment Committee (the “Committee”) is a standing committee of the Board of Directors of Emera established for the purpose of assisting the Board in carrying out its responsibilities relating to oversight and coordination of Emera’s health, safety and environmental (“HSE”) programs, and making recommendations to the Board as appropriate.*

Committee Responsibilities

1. The Committee shall review:
  - (a) The performance of the Company on HSE matters, including updates on annual targets and HSE work plan.
  - (b) The Company’s (i) compliance with applicable and proposed legislation, regulations and orders; and (ii) conformance with applicable management system standards, industry standards and best practices; and (iii) emergency response plans and programs.
  - (c) Whether the Company’s systems and policies relating to HSE matters are being appropriately developed and effectively implemented.
  - (d) Actions taken by the Company to identify and manage risks related to HSE matters which may have the potential to adversely impact the Company’s operations, strategy or reputation.
  - (e) The HSE policies and programs of Emera’s subsidiaries and make recommendations to the Board of Directors which, in its discretion, it determines to be appropriate relating to those policies and programs, including standards and coordination of HSE matters among Emera’s subsidiaries.
  - (f) Any incidents respecting the Company’s assets or operations involving: a fatality or a life threatening injury to a person; any whistleblower events relating to HSE matters; or any incidents involving personnel and public safety or environmental damage that have the

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potential to severely and adversely impact the Company's reputation and or business continuity.

- (g) Significant regulatory audits, findings, orders, reports and/or recommendations issued by or to the Company related to HSE matters or issues, together with management's response thereto.
- 1.1 The Committee shall receive periodic ethics updates under Emera's Code of Conduct which relate to matters within the scope of responsibility of the Committee as defined in this Charter, and the Committee shall review the related activities within that scope under Emera's Ethics Program, such as safety and environment related matters.
- 2. The Committee shall carry out any other responsibilities delegated to the Committee by the Board.

#### **PART II COMPOSITION**

- 3. The Committee shall consist of at least three Directors selected by the Board. A majority of Committee members shall be independent Directors as defined by applicable securities legislation.
- 4. Committee members shall be appointed at the Board meeting following the election of Directors at the Company's annual shareholders' meeting and membership may be based upon the recommendation of the Nominating and Corporate Governance Committee.
- 5. Committee members should have an appropriate background of experience and skills.

#### **PART III COMMITTEE PROCEDURE**

- 6. A majority of Committee members shall constitute a quorum.
- 7. The Committee shall choose one of its own members to be its Chair.
- 8. The Committee shall meet at least annually or additionally as required.
- 9. Meetings of the Committee may be called by the Committee Chair or at the request of any member.
- 10. The times of and places where meetings of the Committee shall be held and the calling of the procedure at such meetings, shall be determined by the Committee as governed by the provisions contained in the Company's Articles of Association.
- 11. Notice of meetings may be given at least 48 hours before the time fixed for the meeting. The accidental omission to give such notice or failure to receive such notice, shall not invalidate any resolution passed at such meeting.

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12. The Committee may, at any of its meetings, set aside a portion of its meetings to discuss issues without management in attendance.
13. The Secretary of the Company shall be the Secretary of the Committee and shall keep Minutes of the Committee's meetings.
14. On an annual basis the Committee shall review its Charter, and recommend any required changes to the Nominating and Corporate Governance Committee for further recommendation to the Board.

#### Report to the Board

15. The Committee shall report its activities to the Board at the following Board meeting.

#### Engaging Outside Advisors

16. The Committee, in consultation with the Chairman of the Board, may engage and compensate any outside advisor that it determines necessary in order to carry out its duties.

#### Delegation

17. In accordance with policies and procedures established by the Committee, the Committee may delegate certain authority to a member of the Committee or a sub-committee thereof.