

**EMERA INCORPORATED  
RISK AND SUSTAINABILITY COMMITTEE  
CHARTER**

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**PART 1  
MANDATE AND RESPONSIBILITIES**

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*Committee Purpose*

*The Risk and Sustainability Committee (the “Committee”) is a committee of the Board of Directors (“Board”) of Emera Incorporated (the “Company” or “Emera”). Recognizing that the Board retains ultimate responsibility for oversight of enterprise risk and sustainability, the Committee’s primary purpose is to assist the Board in carrying out its responsibilities by dealing with the matters relating to risk and sustainability set out in this charter and making recommendations to the Board as appropriate.*

**Responsibility of Committee for Oversight of Enterprise Risk Management**

1. The Committee shall oversee Emera’s risk management framework and allocation of responsibilities for risk management in accordance with this charter. The Committee shall oversee and, where applicable (and with such frequency as the Committee shall determine where not otherwise specified below) receive and review with management:
  - a. The Company’s Enterprise Risk Management function, governance and program framework, which Management employs to identify, assess, monitor and management enterprise risk.
  - b. The quarterly Risk Dashboard (including the identified enterprise level risks, heat map control environment assessment and management plans and activities addressing risk prevention and mitigation) to assess whether the appropriate key enterprise risks have been identified and are being addressed; with applicable Board committee oversight where appropriate.
  - c. The Company’s assessments of identified High Impact Risks and its prevention and mitigation strategies and plans to address them.
  - d. The Company’s Risk Statement.
  - e. The annual report of the Company’s insurance risk transfer program.
  - f. The quarterly reports on the Company’s cyber security program.

- g. Periodic reports on the Company's business continuity programs.

In carrying out its work the Committee may seek input from other standing committees of the Company and may, from time-to-time, request and review any reports of such other committees.

2. Subject to its general oversight role in paragraph 1 above, the Committee's mandate shall, with respect only to such enterprise risks that are specifically included in the charters of other committees of the Board (or which, as a matter of consistent practice are addressed by such other committees), not include the relevant parts of the mandates of such other committees. For greater certainty, such excluded risks, and the other committees responsible for their oversight include the following:
  - a. Accounting Integrity, Public Disclosure, Credit and Material Litigation Risks – Audit Committee.
  - b. Inclusion and Diversity – MRCC and NCGC.
  - c. Health, Safety and with respect to compliance (e.g., emissions, waste management, water management) and related environmental stewardship Environment – HSEC.
  - d. Pandemics – HSEC with respect to safety considerations.
  - e. Ethics Hotline Reporting – Audit Committee (for financial integrity) and MRCC.
  - f. Human Resources – MRCC.
  - g. Code of Conduct – NCGC oversight and Board approval.
  - h. Corporate Governance Risks – NCGC.
  - i. Directors and Officers Insurance – NCGC.
  - j. Compliance Risk – Audit Committee
  - k. Strategic Risks – Board as a whole.

### **Responsibility of Committee for Oversight of Sustainability**

3. The Committee shall oversee the Company's approach to sustainability and its performance relative to its sustainability objectives. The Committee shall (with such frequency as the Committee shall determine where not otherwise specified below):
  - a. Review the Sustainability governance and program framework and policies which Management employs to monitor, manage and report on sustainability risks.
  - b. Receive and review periodic reports of Management's Sustainability Management Committee on the status of material sustainability risks identified by that committee.
  - c. Receive and review the Company's annual Sustainability Report.
  - d. Review and, where appropriate, recommend to the Board, Management's proposed public sustainability commitments.

- e. Monitor and report to the Board on emerging sustainability risks and trends.

### **Other Responsibilities of the Committee**

4. The Committee's responsibilities shall include such other duties as may be delegated to the Committee by the Board of Directors.
5. Nothing contained in the above mandate is intended to assign to the Committee the Board's responsibility to ensure the Company's compliance with applicable laws or regulations, or to expand applicable standards of liability under statutory or regulatory requirements for the Directors or the members of the Committee.

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## **PART II COMPOSITION**

6. The Committee shall consist of at least three Directors selected by the Board who are not employees of the Company or of any subsidiary or affiliate of the Company.
7. A majority of Committee members shall be independent Directors, as defined by applicable legislation.
8. Committee members shall be appointed at the Board meeting following the election of Directors at the Company's annual shareholders' meeting (or at such other Board meeting to fill any vacancy arising between shareholders' meetings) and membership may be based upon the recommendation of the Committee.
9. Committee members should have an appropriate background of experience and skills.

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## **PART III COMMITTEE PROCEDURE**

10. A majority of Committee members shall constitute a quorum.
11. Any Committee member may be removed or replaced at any time by the Board and shall cease to be a Committee member upon ceasing to be a Director.
12. The Chair of the Board shall choose one of the Committee's members to be its Chair.
13. The Committee shall meet at least annually or additionally as required.
14. Meetings of the Committee may be called by the Committee Chair or at the request of any Committee member.

15. 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.
16. 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.
17. A Committee member may participate in meetings by telephone or other communications facilities and will be considered present at the meeting.
18. The Committee may, at any of its meetings, set aside a portion of its meetings to discuss issues without Management in attendance.
19. The Secretary of the Company shall be the Secretary of the Committee and shall keep Minutes of the Committee's meetings.
20. On an annual basis, the Committee shall review this Charter.

### **Report to the Board**

21. The Committee shall report its activities to the Board at the Board meeting following each meeting of the Committee.

### **Engaging Outside Advisors**

22. 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**

23. 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.