CU INC.
ANNUAL INFORMATION FORM

FOR THE YEAR ENDED DECEMBER 31, 2016

MARCH 2, 2017

This Annual Information Form (AIF) is meant to help readers understand the business and operations of CU Inc. (our, we, or the Company).

Unless otherwise noted, the information contained within this AIF is presented as at December 31, 2016.

The Company is controlled by Canadian Utilities Limited, which in turn is controlled by ATCO Ltd. and its controlling share owners, Sentgraf Enterprises Ltd. and the Southern family.

Terms used throughout this AIF are defined in the Glossary at the end of this document.

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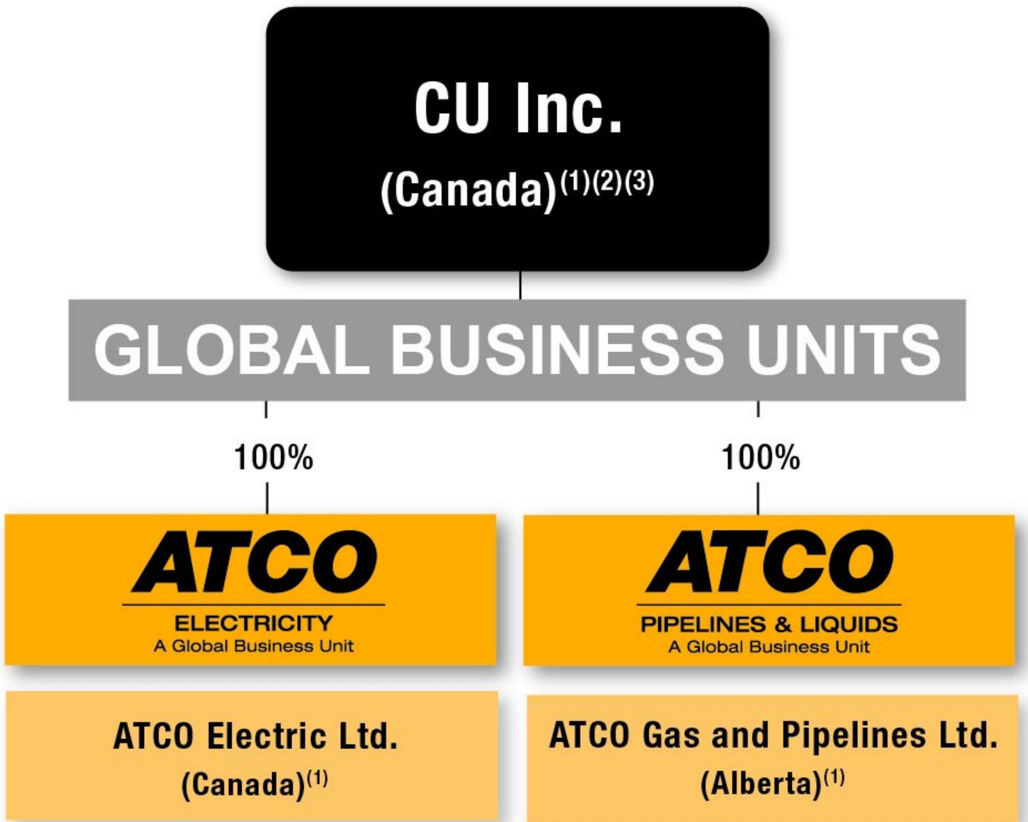
CORPORATE STRUCTURE

CU Inc. (the Company) was incorporated under the laws of Canada on March 12, 1999. The address of the head office and the registered office of the Company is 700, 909 - 11th Avenue S.W., Calgary, Alberta T2R 1N6.

SIMPLIFIED INTERCORPORATE RELATIONSHIPS

CU Inc. is a wholly-owned subsidiary of Canadian Utilities Limited, an ATCO Company. CU Inc. is an Alberta-based corporation with approximately 4,100 employees and assets of $15 billion comprised of rate-regulated utility operations in natural gas and electricity distribution and transmission. More information about CU Inc. can be found on the Canadian Utilities Limited website at www.canadianutilities.com.

The following chart includes the names of the Company's principal Business Units, as well as the principal subsidiaries comprising the Business Units, and the jurisdictions in which they were incorporated. The chart also shows the percentages of such subsidiaries' shares the Company beneficially owns, controls or directs, either directly or indirectly.



(1) Jurisdiction in which the company was incorporated.

(2) The Company owns all of the voting and non-voting shares of the subsidiaries.

(3) The organizational chart does not include all of the subsidiaries of the Company. The assets and revenues of excluded subsidiaries in the aggregate did not exceed 20 per cent of the total consolidated assets or total consolidated revenues of the Company as at December 31, 2016.

BUSINESS DESCRIPTION

The activities of the Company are conducted through the Utilities' regulated businesses in two Business Units within Western and Northern Canada: Electricity, which includes ATCO Electric Distribution and ATCO Electric Transmission, and Pipelines & Liquids, which includes ATCO Gas and ATCO Pipelines.

ELECTRICITY BUSINESS UNIT

OVERVIEW

Electricity's activities are conducted through two regulated businesses, ATCO Electric Distribution and ATCO Electric Transmission. Together these two business operations provide regulated electricity distribution and transmission by ATCO Electric and its subsidiaries, Northland Utilities (Yellowknife) Limited (NUY), Northland Utilities Limited (NWT), and ATCO Electric Yukon (AEY).

ATCO ELECTRIC

The activity areas in which ATCO Electric Distribution and ATCO Electric Transmission operate in Western and Northern Canada are shown in the map below.

ATCO Electric transmits and distributes electricity to 245 communities and rural areas in east-central and northern Alberta. Among those served are the communities of Drumheller, Lloydminster, Grande Prairie and Fort McMurray as well as the oil sands areas near Fort McMurray and the heavy oil areas near Cold Lake and Peace River.

ATCO Electric is headquartered in Edmonton and has 38 offices throughout its service area. Electric utility service is also provided to three communities in Saskatchewan. AEY serves 18 communities in the Yukon Territory, including the capital city of Whitehorse, and one community in British Columbia. NUY and NWT serve nine communities in the Northwest Territories, including the capital city of Yellowknife.

Approximately 630,000 people live in the principal markets for electric utility service by ATCO Electric and its subsidiaries NUY, NWT and AEY. Service is provided to approximately 256,000 customers. ATCO Electric has been assigned about 65 per cent of the designated service area within Alberta. This service area contains approximately 14 per cent of the provincial electrical load and 14 per cent of the population.

The number of customers served by ATCO Electric, NUY, NWT and AEY at the end of 2016 and 2015 is shown below.

		2016		**2015**
	Number	**%**	**Number**	**%**
Industrial	**10,668**	**5**	10,919	5
Commercial	**34,221**	**13**	33,955	13
Residential	**179,525**	**70**	179,388	70
Rural, REA and other	**31,661**	**12**	31,477	12
Total	**256,075**	**100**	255,739	100

Electricity distributed to the various classes of customers in 2016 and 2015 is shown below.

		2016		**2015**
	GWh	**%**	**GWh**	**%**
Industrial	**7,448**	**64**	7,506	63
Commercial	**2,393**	**20**	2,465	21
Residential	**1,292**	**11**	1,341	11
Rural, REA and other	**526**	**5**	520	5
Total	**11,659**	**100**	11,832	100

ATCO Electric, NUY, NWT and AEY own and operate extensive electricity transmission and distribution systems. The systems consist of approximately 12,000 kms of transmission lines and 72,000 kms of distribution lines. In addition, ATCO Electric delivers power to and operates approximately 4,000 kms of distribution lines owned by Rural Electrification Associations (REA).

ATCO Electric, NUY, NWT and AEY own and operate 26 diesel, natural gas turbine and hydro-generating plants, with an aggregate nameplate capacity of 59 MW in Alberta, the Yukon and Northwest Territories. The maximum peak load demand for these plants during 2016 was 29 MW.

ATCO Electric, AEY, NUY and NWT distribute electricity to incorporated communities under the authority of franchises or by-laws. In rural areas, electricity is distributed by approvals, permits or orders under applicable statutes.

The franchises under which service is provided in incorporated communities in Alberta and the Northwest Territories have been granted for up to 20 years. These franchises are exclusive to ATCO Electric, NUY or NWT and are renewable by agreement. If any franchise is not renewed, it remains in effect until either party, with the approval of the regulatory authority, terminates it on six months written notice.

On termination of a franchise, the municipality may purchase the facilities used under that franchise at a price to be agreed on or, failing agreement, to be fixed by the regulatory authority. The franchise under which service is provided in the Yukon Territory was granted under the Public Utilities Act (Yukon Territory) and has no set expiry date.

Under the Electric Utilities Act (Alberta) (EUA), wholesale tariffs for electricity transmission must be approved by the Alberta Utilities Commission (AUC). Transmission tariffs allow any owner of a generating unit to access the Alberta transmission system and thus facilitate the sale of its power. The same transmission tariff is charged to each distribution utility or customer directly connected to the transmission system, regardless of location.

Transmission costs are equalized by having each owner of transmission facilities charge its costs to the Alberta Electric System Operator (AESO). The AESO then aggregates these costs and charges a common transmission rate to all transmission system users.

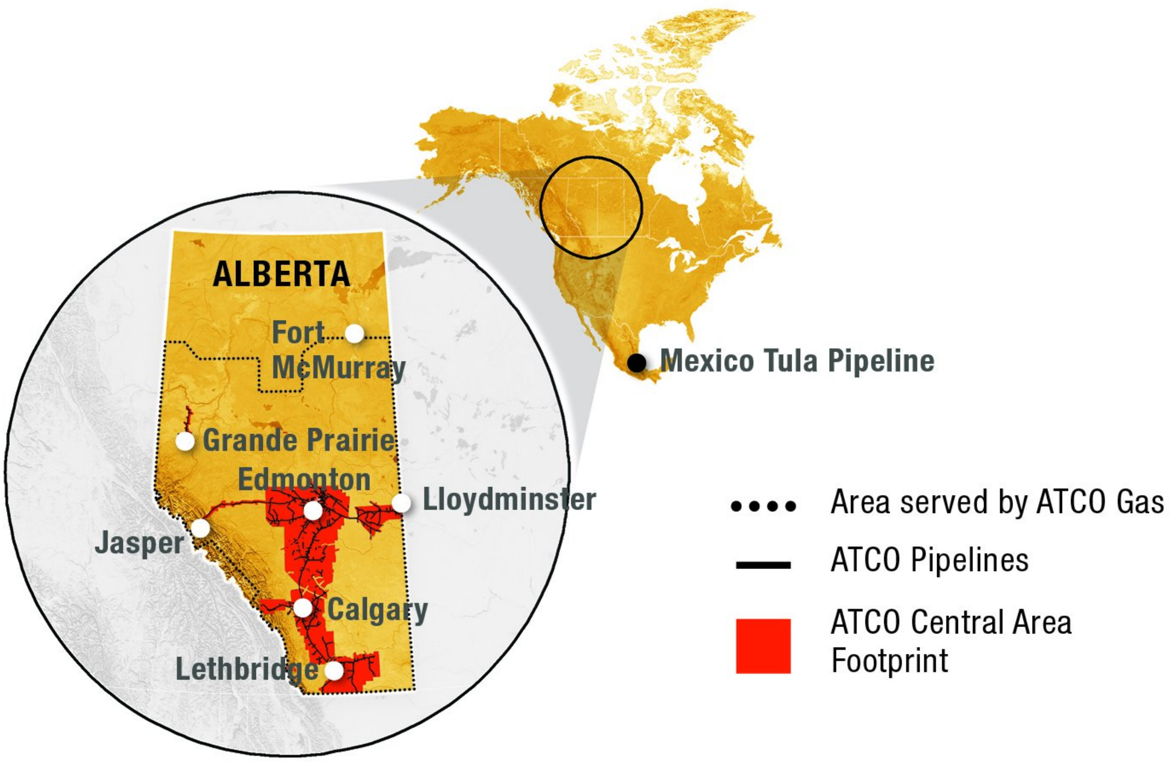
The Transmission Regulation under the EUA stipulates that new transmission projects will be assigned to transmission facility owners based on the service areas of the distribution companies they have been historically affiliated with. Facilities ownership will change at service area boundaries, except where, in the AESO's opinion, only a small portion of the project is in another service area. This rule applies to all transmission projects except inter-provincial inter-tie projects and those deemed "critical" by the Government of Alberta.

PIPELINE & LIQUIDS BUSINESS UNIT

OVERVIEW

Pipelines & Liquids activities are conducted through (i) regulated natural gas distribution by ATCO Gas, a division of ATCO Gas and Pipelines Ltd. (AGP) and (ii) regulated natural gas transmission by ATCO Pipelines, a division of AGP.

The following map shows the areas served by ATCO Gas and ATCO Pipelines in Alberta, as well as ATCO Pipelines S.A. de C.V.'s natural gas pipeline near Tula, Mexico.



ATCO GAS

ATCO Gas distributes natural gas throughout Alberta and in the Lloydminster area of Saskatchewan and serves more than 1.1 million customers in nearly 300 Alberta communities. Headquartered in Edmonton, it has more than 70 district offices across the province. ATCO Gas services municipal, residential, business and industrial customers.

ATCO Gas' principal markets for distributing natural gas are in Edmonton, Calgary, Airdrie, Fort McMurray, Grande Prairie, Lethbridge, Lloydminster, Red Deer, Spruce Grove, St. Albert and Sherwood Park. These communities have a combined population of approximately 2,800,000. Approximately 75 per cent of ATCO Gas' customers were located in these 11 communities. Also served are 279 smaller communities as well as rural areas with a combined population of approximately 749,000.

The number of customers served by ATCO Gas at the end of 2016 and 2015 is shown below.

		2016		2015
	Number	%	Number	%
Residential	**1,085,731**	**92**	1,071,988	92
Commercial	**96,978**	**8**	95,880	8
Industrial	**346**	–	350	–
Other	**5**	–	4	–
Total	**1,183,060**	**100**	1,168,222	100

The quantities of natural gas distributed by ATCO Gas for each of the last two years is given below.

		2016		2015
	PJ	%	PJ	%
Residential	**111.3**	**47**	113.4	48
Commercial	**112**	**48**	111.6	47
Industrial	**12.6**	**5**	13.0	5
Other	**0.2**	–	0.3	–
Total	**236.1**	**100**	238.3	100

ATCO Gas owns and operates more than 41,000 kms of distribution mains. It also owns service and maintenance facilities in major centres in Alberta.

ATCO Gas distributes natural gas in incorporated communities under the authority of franchises or by-laws and in rural areas under approvals, permits or orders issued through applicable statutes. It currently has 167 franchise agreements with communities throughout Alberta. These franchise agreements detail the rights granted to ATCO Gas and its obligations to deliver natural gas services to consumers in the municipality.

All franchises are exclusive to ATCO Gas and are renewable by agreement for additional periods of up to 20 years. If any franchise is not renewed, it remains in effect until either party, with the approval of the prevailing regulatory authority, terminates it on six months written notice. On termination, the municipality may purchase the facilities used in connection with that franchise at a price to be agreed on or, failing agreement, to be fixed by the prevailing regulatory authority.

In Edmonton, distribution of natural gas is carried on under the authority of an exclusive franchise. ATCO Gas has a 20-year franchise agreement with Edmonton that will expire on July 21, 2030. The franchises under which service is provided in other incorporated communities in Alberta have been granted for up to 20 years.

In Calgary, distribution of natural gas operates under a municipal by-law. The rights of ATCO Gas under this by-law, while not exclusive, are unrestricted as to term. The by-law does not confer any right for Calgary to acquire the facilities used in providing the service.

ATCO PIPELINES

ATCO Pipelines owns and operates natural gas transmission pipelines and facilities in Alberta. The business receives natural gas on its pipeline system at various gas processing plants as well as from connections with other natural gas transmission systems, and transports the gas to end users within the province such as local distribution utilities and industrial customers, or to other transmission pipeline systems, primarily for export out of the province.

ATCO Pipelines owns and operates an extensive natural gas transmission system. The system currently consists of approximately 9,400 kms of pipelines, 18 compressor sites, approximately 4,000 receipt and delivery points, and a salt cavern storage peaking facility near Fort Saskatchewan, Alberta. The system has 210 producer receipt points, one interconnection with Alliance Pipeline, and one interconnection with Many Islands Pipelines. Peak delivery capability of the ATCO Pipelines system is 3.8 billion cubic feet per day.

The Alberta System Integration Agreement entered into by ATCO Pipelines and NOVA Gas Transmission Ltd. (NGTL) in 2009 resulted in a single rate and services structure for gas transmission in Alberta. Since October 2011, natural gas transportation rates in Alberta are based on the ATCO Pipelines cost-of-service approved by the AUC plus the NGTL cost-of-service approved by the National Energy Board (NEB). The agreement also required ATCO Pipelines and NGTL to swap ownership of certain physical assets intended to establish distinct operating areas for ATCO Pipelines and NGTL. The Asset Swap was completed in 2016.

More details on the Alberta System Integration Agreement are provided in the Three Year History section of this Annual Information Form (AIF).

PERFORMANCE SUMMARY

COMPARISON OF REVENUES AND ADJUSTED EARNINGS

The Utilities contribution to the Company's consolidated revenues and adjusted earnings is shown in the charts below.

Revenues [1]	2016		2015	
	($ millions)	*%*	*($ millions)*	*%*
Electricity	**1,370**	**53**	1,245	52
Pipelines & Liquids	**1,203**	**47**	1,127	48
Intersegment Eliminations	–	–	(1)	–
Total	**2,573**	**100**	2,371	100

The Company's consolidated revenues of $2,573 million in 2016 were $202 million higher compared to 2015. Increased revenues are primarily attributable to rate base growth.

Adjusted Earnings [1] [2]	2016		2015	
	($ millions)	*%*	*($ millions)*	*%*
Electricity	**317**	**63**	248	63
Pipelines & Liquids	**184**	**37**	147	37
Total	**501**	**100**	395	100

(1) The above data has been extracted from Note 3 (Segmented Information) of the consolidated financial statements which are prepared in accordance with International Financial Reporting Standards (IFRS). The reporting currency is the Canadian dollar.

(2) Adjusted earnings are defined as earnings attributable to Class A and Class B shares after adjusting for the timing of revenues and expenses associated with rate-regulated activities and dividends on equity preferred shares of the Company. Adjusted earnings also exclude one-time gains and losses, significant impairments, and items that are not in the normal course of business or a result of day-to-day operations.

Consolidated adjusted earnings in 2016 were $106 million higher compared to 2015. Higher adjusted earnings in 2016 were primarily due to continued capital investment and growth in rate base coupled with business-wide cost reduction initiatives along with the adverse impact associated with the Generic Cost of Capital (GCOC) and Capital Tracker regulatory decisions received in 2015.

COMPARISON OF CAPITAL EXPENDITURES

The Utilities contribution to the Company's consolidated capital expenditures is shown below.

	2016 [1] [2]		2015 [1] [2]	
	($ millions)	*%*	*($ millions)*	*%*
Electricity	**470**	**44**	826	58
Pipelines & Liquids	**588**	**56**	588	42
Total	**1,058**	**100**	1,414	100

(1) The above data has been extracted from Note 3 (Segmented Information) of the consolidated financial statements which are prepared in accordance with International Financial Reporting Standards (IFRS). The reporting currency is the Canadian dollar.

(2) The additions of property, plant and equipment included $18 million of interest capitalized (2015 - $95 million).

Total capital expenditures of $1,058 million in 2016 were $356 million lower than the $1,414 million reported in 2015. Of the $470 million invested in Electricity, $267 million, or 57 per cent, was on the distribution operations of ATCO Electric. Of the $588 million invested in Pipeline & Liquids, $336 million, or 57 per cent, pertained to the ATCO Gas.

THREE YEAR HISTORY

Summarized below are major events that occurred in the Company and the significant conditions that influenced the Company's development during the past three years.

ELECTRICITY BUSINESS UNIT

Electricity's total capital expenditures over the last three years amounted to $2.9 billion (see table below). The largest expenditures were in the transmission operations of ATCO Electric. The AESO has identified the need for major reinforcement and expansion of the electricity transmission system in Alberta, and ATCO Electric is dedicated to improving Alberta's electrical system through responsible transmission development.

EASTERN ALBERTA TRANSMISSION LINE (EATL)

In December 2015, ATCO Electric completed and placed in-service the longest transmission line in Alberta's history. The 500 kV high voltage direct-current transmission line, with its associated converter stations and facilities, extends approximately 485 kms along a corridor on the east side of the province between Edmonton and Calgary. The $1.8 billion EATL Project is a critical component of Alberta's electrical transmission backbone and will play a key role in bringing renewable energy to Albertans across the province. By reducing the amount of electricity lost during transmission, EATL reduces the amount of power generation required, saving money as well as thousands of tons of future greenhouse gas emissions for Albertans.

Total capital expenditures for Electricity in the last three years is provided in the table below.

				Year Ended December 31
($ millions)	**Total**	**2016**	**2015**	**2014**
ATCO Electric Distribution	991	**267**	355	369
ATCO Electric Transmission	1,907	**203**	471	1,233
Total	2,898	**470**	826	1,602

ATCO ELECTRIC

In addition to the continued investment to utility infrastructure in Alberta, the financial results of ATCO Electric have also been influenced by several regulatory decisions. The regulatory decisions are described in the "Regulatory Development" section in the Company's Management's Discussion and Analysis (MD&A) and are incorporated herein by reference. The MD&A may be found on SEDAR at www.sedar.com.

PIPELINES & LIQUIDS BUSINESS UNIT

Pipelines & Liquids' total capital expenditures over the last three years amounted to $1.7 billion (see table below). The largest expenditures were in ATCO Gas' Mains Replacement Program and for the AUC approved Urban Pipeline Replacement (UPR) program in ATCO Pipelines. Continued investment in utility infrastructure in Alberta has been a primary driver of an overall upward trend in earnings in the last three years.

URBAN PIPELINE REPLACEMENT PROGRAM

Construction continued on ATCO Pipelines' AUC-approved UPR program in 2016. Construction will continue until 2020 and the total cost of the UPR program is estimated to be $850 million, which includes the cost to integrate the new high-pressure network with ATCO Gas' low-pressure distribution system. In 2016, ATCO Gas and ATCO Pipelines invested $185 million in the UPR program. The program will replace and relocate aging, high-pressure natural gas pipelines in densely populated areas of Calgary and Edmonton to address safety, reliability and future growth.

PLASTIC MAINS REPLACEMENT PROGRAM

The Plastic Mains Replacement program within ATCO Gas is a 20-year program aimed at replacing polyvinyl chloride (PVC) and early generation polyethylene (PE) pipe. The pipe has been identified for replacement due to risks associated with brittle cracking. Overall, approximately 8,000 kms of main gas line, impacting roughly 27,500 services, will be replaced. The program began in 2011 with a target completion date of no later than 2030. Through the first six years of the program, approximately 1,522 kms of main line, impacting 8,912 services, have been replaced.

STEEL MAINS REPLACEMENT PROGRAM

ATCO Gas has 9,000 kms of steel pipe which it continues to replace as it identifies pipe at the end of its useful life. The pipe that is being replaced is generally more than 60 years old and a portion of this pipe is replaced every year. ATCO Gas will see an increase in this required replacement activity as the steel mains age. In 2016, ATCO Gas replaced approximately 41 kms of steel pipe.

Total capital expenditure for Pipelines & Liquids in the last three years is provided in the table below.

				Year Ended December 31
($ millions)	**Total**	**2016**	**2015**	**2014**
ATCO Gas	959	**336**	331	292
ATCO Pipelines	694	**252**	257	185
Total	1,653	**588**	588	477

In addition to the continued investment to utility infrastructure in Alberta, the financial results of ATCO Pipelines and ATCO Gas have been influenced by several regulatory decisions. The regulatory decisions are described in the "Regulatory Development" section in the Company's MD&A and are incorporated herein by reference. The MD&A may be found on SEDAR at www.sedar.com.

Alberta System Integration

In 2009, ATCO Pipelines and NGTL entered into an agreement with respect to natural gas transmission service that will allow ATCO Pipelines and NGTL to utilize their physical assets under a single rates and services structure with a single commercial interface for Alberta customers. This integration ends duplicate tolling and operational activities and results in more efficient regulatory processes.

The AUC issued a decision on May 27, 2010 approving the integration, subject to subsequent applications to address (i) the transition of ATCO Pipelines’ customers to NGTL, and (ii) the swap of assets between ATCO Pipelines and NGTL in order to establish distinct operating areas. Commercial integration and the transition of customers took place on October 1, 2011, following AUC approval.

On November 22, 2012, the AUC issued a decision approving an asset swap between ATCO Pipelines and NGTL in order to establish distinct operating areas (Asset Swap). On October 16, 2014, the NEB issued an order approving the Asset Swap. The Asset Swap was completed in 2016.

GOVERNMENT REGULATION

GOVERNMENT OF ALBERTA REGULATION

The regulated electricity and natural gas distribution and transmission operations of ATCO Electric, ATCO Gas and ATCO Pipelines are regulated mainly by the AUC. The AUC administers acts and regulations covering such matters as rates, financing and service area.

The transmission operations of ATCO Electric and ATCO Pipelines are subject to a cost-of-service regulatory model. Under this model, the regulator establishes the revenues required to recover forecast operating costs of the regulated service, including depreciation and amortization and income taxes. The regulator also establishes the revenues needed for a fair return on utility investment. Determining a fair return to common share owners involves the regulator assessing many factors, including returns on alternative investment opportunities with comparable risk and the level of return for a utility to attract the necessary capital to fund operations and maintain financial integrity.

The Company's regulated operations in the Yukon Territory (AEY) and Northwest Territories (NWT and NUY) are subject to a cost-of-service regulatory model, similar to that in Alberta, administered by regulatory authorities in those jurisdictions.

In 2013, the distribution operations of ATCO Electric and ATCO Gas moved to a form of rate regulation called Performance Based Regulation (PBR). The PBR model uses a formula to determine utility rates on an annual basis; however, the rates should provide utilities the opportunity to recover prudently incurred operating costs for providing regulatory services and earn a fair return on investment.

Before the introduction of PBR, the distribution utilities would have filed cost-of-service applications with the AUC to recover forecast costs from customers. Under PBR, however, revenue is determined by a formula that adjusts customer rates for inflation and expected productivity improvements over a five-year period.

Specifically, the PBR formula incorporates the following factors:

- Estimated annual inflation for input prices (I Factor)
- Less an offset to reflect expected productivity improvements during the PBR plan period (X Factor)

PBR also includes mechanisms to allow companies to:

- Recover capital expenditures not recoverable through the PBR formula that are significant and meet certain criteria (K Factor)
- Recover from or refund to customers amounts outside of management's ability to control that are material, should not significantly influence the I Factor, are prudently incurred, are recurring, and could vary greatly from year to year (Y Factor), or are unforeseen, and not likely to recur (Z Factor).

The first PBR period runs from 2013 to 2017. The AUC can re-open and review the PBR plan if utility return on common equity (ROE) is +/- 300 bps of the approved ROE for two consecutive years or +/- 500 bps of the approved ROE for any single year.

NEXT GENERATION OF PERFORMANCE BASED REGULATION (PBR 2)

On December 16, 2016, the AUC released its decision on the second generation of PBR plan framework for electricity and natural gas distribution utilities in Alberta. Under the 2018 to 2022 second generation PBR framework, utility rates will continue to be adjusted by a formula that estimates inflation annually and assumes productivity improvements. The framework also contains modified provisions for supplemental funding of capital expenditures that are not recovered as part of the base inflation less productivity formula. Regulatory applications to determine going-in rates will be filed by March 31, 2017. This decision does not apply to the transmission operations of ATCO Electric and ATCO Pipelines; these continue to be regulated under Cost of Service regulation.

The following table compares the key aspects of the PBR First Generation with the PBR Second Generation based on the AUC's December 16, 2016 decision.

	PBR First Generation	**PBR Second Generation**
Timeframe	2013 to 2017	2018 to 2022
Inflation Adjuster (I Factor)	Inflation indexes (AWE and CPI) adjusted annually	Unchanged
Productivity Adjuster (X Factor)	1.16%	0.30%
O&M	Based on approved 2012 forecast O&M levels; inflated by I-X thereafter over the PBR term	Based on the lowest annual actual O&M level during 2013-2016, adjusted for anomalies, inflation and growth to 2017 dollars; inflated by I-X thereafter over the PBR term
Treatment of Capital Expenditures	• Recovered through going-in rates inflated by I-X • Significant capital expenditures not fully recovered by the I-X formula and meeting certain criteria recovered through a K Factor	Recovered through going-in rates inflated by I-X and a K Bar that is based on inflation adjusted average historical capital expenditures for the period 2013-2016 Significant capital expenditures that are extraordinary, not previously incurred and required by a third-party recovered through a "Type I" K Factor
ROE Used for Going-in Rates	8.75%	• 8.5% • + 0.5% ROE ECM achieved from PBR First Generation added to 2018 and 2019
Efficiency Carry-over Mechanism (ECM)	ECM up to 0.5% additional ROE for the years 2018 and 2019 based on certain criteria	ECM up to 0.5% additional ROE for the years 2023 and 2024 based on certain criteria
Reopener	+/- 300 bps of the approved ROE for two consecutive years or +/- 500 bps of the approved ROE for any single year	Unchanged
ROE Used for Reopener Calculation	• 2013 to 2016: 8.3% • 2017: 8.5%	2018 approved ROE (once known) and approved rates thereafter

GENERIC COST OF CAPITAL (GCOC)

In October 2016, the Company received the AUC 2016 GCOC decision. The decision established the return on equity (ROE) and deemed common equity ratios for the Utilities for 2016 and 2017. The approved ROE and common equity ratios for 2017 will remain in place on an interim basis for 2018 and for subsequent years until changed by the AUC. For ATCO Electric Distribution and ATCO Gas, the 2016 GCOC decision only applies to incremental capital funding and does not apply to the base PBR formula. Based on the changes to the approved ROE and common equity ratios, the net impact is expected to be an improvement to 2017 adjusted earnings for CU Inc., mainly due to the increase in the approved ROE and common equity ratio for ATCO Electric Transmission.

The table below details mid-year rate base, rate of return on common equity and the common equity ratio for each of ATCO Electric Distribution, ATCO Electric Transmission, ATCO Pipelines and ATCO Gas during the past three years. The information shown reflects the most recent amending or varying orders issued after the original decision date.

	Year	AUC Decision	Rate of Return on Common Equity (%) (1)	Common Equity Ratio (%) (2)	Mid-Year Rate Base ($ millions)
ATCO Electric Distribution	**2017**	**2016 GCOC (3)**	**8.50**	**37.0**	–
	2016	**2016 GCOC (3)**	**8.30**	**37.0**	**2,315** (6)
	2015	2013 GCOC (4)	8.30	38.0	2,130 (7)
	2014	2013 GCOC (4)	8.30	38.0	1,949
ATCO Electric Transmission	**2017**	**2016 GCOC (3)**	**8.50** (5)	**37.0**	–
	2016	**2016 GCOC (3)**	**8.30** (5)	**37.0**	**5,218** (8)
	2015	2013 GCOC (4)	8.30	36.0	5,198 (9)
	2014	2013 GCOC (4)	8.30	36.0	4,413
ATCO Gas	**2017**	**2016 GCOC (3)**	**8.50**	**37.0**	–
	2016	**2016 GCOC (3)**	**8.30**	**37.0**	**2,352** (10)
	2015	2013 GCOC (4)	8.30	38.0	2,145 (11)
	2014	2013 GCOC (4)	8.30	38.0	1,988
ATCO Pipelines	**2017**	**2016 GCOC (3)**	**8.50**	**37.0**	–
	2016	**2016 GCOC (3)**	**8.30**	**37.0**	**1,263** (12)
	2015	2013 GCOC (4)	8.30	37.0	1,144
	2014	2013 GCOC (4)	8.30	37.0	979

(1) Rate of return on common equity is the rate of return on the portion of rate base considered to be financed by common equity.

(2) The common equity ratio is the portion of rate base considered to be financed by common equity.

(3) The AUC released its GCOC decision for the periods 2016 to 2017 on October 7, 2016.

(4) The ROE and common equity ratio were based on the last AUC GCOC decision of March 23, 2015.

(5) The ROE and common equity ratio for ATCO Electric Transmission were approved on an interim basis on October 7, 2016, and were approved on a final basis on December 16, 2016.

(6) The mid-year rate base forecast for 2016 is based of the 2016-2017 Capital Tracker Compliance application filed on April 14, 2016.

(7) The mid-year rate base for 2015 is based on the Rule 005 Actuals Package filed on May 2, 2016.

(8) The mid-year rate base forecast for 2016 is based of the 2015-2017 GTA Compliance application filed on December 14, 2016.

(9) The mid-year rate base for 2015 is based on the Rule 005 Actuals Package filed on May 2, 2016.

(10) The mid-year rate base forecast for 2016 is based on the 2016 forecast included in the 2016-2017 Capital Tracker Compliance Application filed on May 12, 2016.

(11) The mid-year rate base for 2015 is based on the Rule 005 Actuals Package filed on May 16, 2016.

(12) The mid-year rate base for 2016 is from the 2017/2018 General Rate Application (GRA) filed September 22, 2016.

ATCO ELECTRIC TRANSMISSION 2015 TO 2017 GENERAL TARIFF APPLICATION (GTA)

In March 2015, ATCO Electric Transmission filed a general tariff application for its operations for 2015, 2016 and 2017. The application requested, among other things, additional revenues to recover higher financing, depreciation and operating costs associated with growth in rate base in Alberta. In August 2016, the AUC issued a decision on the GTA with final rates that were lower than the approved interim rates from 2015 mainly due to lower approved O&M and G&A costs. The impact of this decision was a reduction to 2016 adjusted earnings of $19 million of which $12 million relates to 2016 and $7 million relates to 2015.

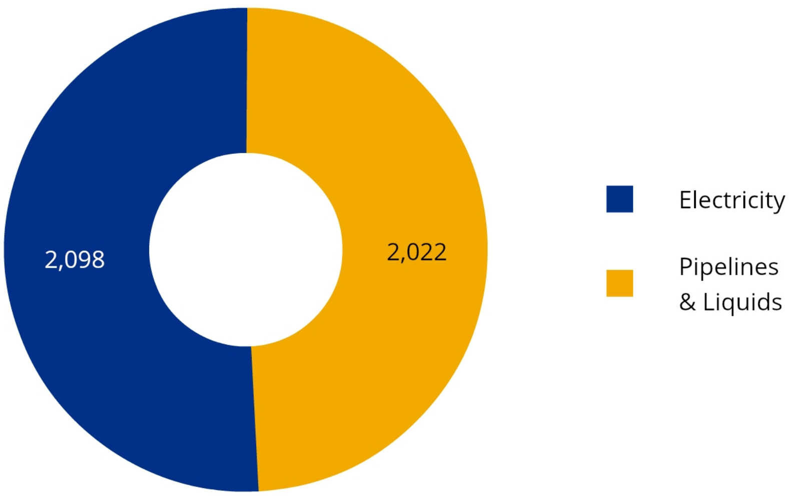
PBR CAPITAL TRACKER APPLICATIONS

The Capital Tracker is a mechanism included in the 2013-2017 PBR regulatory model to allow the Company to recover capital investments that meet certain criteria and are not recoverable through the base PBR formula. The decisions for the 2014 Capital Tracker true-up and the 2016-2017 Capital Tracker applications were received by ATCO Electric Distribution in March 2016 and ATCO Gas in April 2016. These decisions included approval of incremental funding for the majority of the Company's applied-for forecast Capital Tracker programs for 2016 and 2017.

EMPLOYEE INFORMATION

At December 31, 2016, the Company had 4,120 employees. The accompanying chart represents the employee numbers in each segment.

Number of Employees



SUSTAINABILITY, CLIMATE CHANGE AND THE ENVIRONMENT

Sustainability, Climate Change and the Environment is described in the Sustainability, Climate Change and the Environment section in ATCO Ltd.'s MD&A and are incorporated herein by reference. The MD&A may be found on SEDAR at www.sedar.com.

BUSINESS RISKS

Business risks are described in the Business Risks and Risk Management sections in CU Inc.'s MD&A and are incorporated herein by reference. The MD&A may be found on SEDAR at www.sedar.com.

DIVIDENDS

Cash dividends declared during the past three years for all series and classes of shares were as follows.

(Canadian dollars per share)	Date of Issue	2016	2015	2014
Series Preferred Shares				
Series 1	Apr 18, 2007	**1.1500**	1.1500	1.1500
Series 2 [(1)]		**–**	–	0.8375
Series 4	Dec 2, 2010	**0.7554**	0.9500	0.9500
Class A and Class B Shares		**40.8100**	44.2820	–

(1) On June 1, 2014, the Company redeemed all outstanding Series 2 Preferred Shares.

CAPITAL STRUCTURE

SHARE CAPITAL

The share capital of the Company at March 1, 2017 is as shown below.

Share Description	Authorized	Outstanding
Series Preferred Shares	Unlimited	7,600,000
Class A Shares	Unlimited	3,570,322
Class B Shares	Unlimited	2,188,262

All of the Class A and Class B shares are owned by Canadian Utilities Limited.

SERIES PREFERRED SHARES

An unlimited number of Series Preferred Shares are issuable in series, each series consisting of such number of shares and having such provisions attaching thereto as may be determined by the directors. The Series Preferred Shares as a class have, among others, provisions to the following effect:

i. The Series Preferred Shares are, with respect to priority in payment of dividends and in the distribution of assets in the event of liquidation, dissolution or winding up of the Company, entitled to preference over the Class A shares and the Class B shares and any other shares of the Company ranking junior to the Series Preferred Shares. The Series Preferred Shares may also be given such other preference over the Class A shares and the Class B shares and any other junior shares as may be determined for any series authorized to be issued.

ii. The owners of the Series Preferred Shares are not entitled as such (except as provided in any series) to any voting rights nor to receive notice of or to attend share owners' meetings unless dividends on the Series Preferred Shares of any series are in arrears to the extent of eight quarterly dividends or four half-yearly dividends, as the case may be, whether or not consecutive. Until all arrears of dividends have been paid, such owners will be entitled to receive notice of and to attend all share owners' meetings at which directors are to be elected (other than separate meetings of owners of another class of shares) and to one vote in respect of each Series Preferred Share held.

iii. The class provisions attaching to the Series Preferred Shares may be amended with the written approval of all the owners of the Series Preferred Shares outstanding or by at least two-thirds of the votes cast at a meeting of the owners of such shares duly called for the purpose and at which a quorum is present.

The following Series Preferred Shares are currently outstanding.

	Stated Value	Shares	Amount ($ millions)
Series Preferred Shares:			
4.60% Series 1	$25.00	4,600,000	115
2.24% Series 4 (1)	$25.00	3,000,000	75
			190

(1) Effective June 1, 2016, the annual dividend rate on CU Inc.'s Cumulative Redeemable Preferred Shares Series 4 was reset from 3.80 per cent to 2.24 per cent for the next five-year period.

SERIES PREFERRED SHARE REDEMPTION

Series 1 Preferred Shares

The Series 1 Preferred Shares became redeemable at the option of the Company beginning on June 1, 2012 at the stated value plus a 4 per cent premium per share for the following 12 months plus accrued and unpaid dividends. The redemption premium declined by 1 per cent in each succeeding 12-month period until June 1, 2016.

Series 4 Preferred Shares

The Series 4 Preferred Shares became redeemable at the option of the Company on June 1, 2016, and are redeemable on June 1 of every fifth year thereafter at the stated value per share plus accrued and unpaid dividends. The dividend rate will reset every five years to the then current 5-year Government of Canada bond yield plus 1.36 per cent. Owners may elect to convert any or all of their Series 4 Preferred Shares into an equal number of Cumulative Redeemable Preferred Shares Series 5 on June 1, 2016, and on June 1 of every fifth year thereafter. The dividend rate on the Series 5 Preferred Shares will be equal to the then current 3-month Government of Canada Treasury Bill yield plus 1.36 per cent. On June 1, 2021, and on June 1 of every fifth year thereafter, the Company may redeem the Series 5 Preferred Shares in whole or in part at par. The Company may redeem the Series 5 Preferred Shares in whole or in part by the payment of $25.50 for each share to be redeemed in the case of redemption on any other date.

CLASS A SHARES AND CLASS B SHARES

The owners of the Class A shares and the Class B shares are entitled to share equally, on a share for share basis, in all dividends declared by the Company on either of such classes of shares as well as the remaining property of the Company upon dissolution. The owners of the Class B shares are entitled to vote and to exchange at any time each share held for one Class A share.

If a qualifying offer to purchase Class B shares is made to all, or substantially all owners of Class B shares, and such offer is not made concurrently to owners of Class A shares, then owners of Class A shares have the ability to convert their Class A shares into Class B shares on a one-for-one basis which Class B shares will, as a result of such conversion, be automatically tendered to the offer. Any converted for Class B shares shall be automatically converted back into Class A shares on a one-for-one basis if the owner withdraws the conversion during the term of the offer or pursuant to the terms of the offer such converted for Class B shares are not taken up.

CREDIT RATINGS

Credit ratings are important to the Company's financing costs and ability to raise funds. The Company intends to maintain strong investment grade credit ratings in order to provide efficient and cost effective access to funds required for operations and growth.

In July 2016, Standard and Poor's Rating Services (S&P) affirmed its rating on the Company as "A" with a negative outlook and DBRS Limited (DBRS) affirmed its rating on the Company as "A" (high) with a stable trend.

The following table shows the current credit ratings assigned to the Company's securities by DBRS and S&P.

	DBRS	S&P
Long-term debt and issuer	A (high)	A
Commercial paper	R-1 (low)	A-1 (mid)
Preferred shares	Pfd-2 (high)	P-2 (high)

LONG-TERM DEBT AND ISSUER CREDIT RATINGS

An "A" rating by DBRS is the third highest of 10 categories. Long-term debt rated "A" is of good credit quality. The capacity for the payment of financial obligations is substantial, but of lesser credit quality than "AA". A-rated debt may be vulnerable to future events, but qualifying negative factors are considered manageable. Each rating category other than "AAA" and "D" contains the subcategories "high" and "low". The absence of either a "high" or "low" designation indicates the rating is in the "middle" of the category.

An "A" rating by S&P is also the third highest of 10 categories. An entity rated "A" by S&P has a strong capacity to meet its financial commitments but is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than an entity in higher-rated categories. Ratings from "AA" to "CCC" may be modified by the addition of a plus or minus sign to show relative standing within the major rating categories.

COMMERCIAL PAPER AND SHORT-TERM DEBT CREDIT RATINGS

An "R-1 (low)" rating by DBRS is the lowest subcategory in the highest of six categories and is granted to short-term debt of good credit quality. The capacity for the payment of short-term financial obligations as they fall due is substantial. Overall strength is not as favourable as higher rating subcategories and may be vulnerable to future events, but qualifying negative factors are considered manageable. Rating categories "R-1" and "R-2" are further denoted by the subcategories "high", "middle", and "low".

An "A-1 (Mid)" rating by S&P is the second highest of eight categories in its Canadian commercial paper ratings scale. A short-term obligation rated "A-1 (Mid)" reflects a strong capacity for the entity to meet its financial commitment on the obligation.

PREFERRED SHARE CREDIT RATINGS

A "Pfd-2" rating by DBRS is the second highest of six categories granted by DBRS. Preferred shares rated in this category are considered of satisfactory credit quality. Protection of dividends and principal is still substantial, but earnings, the balance sheet, and coverage ratios are not as strong as "Pfd-1" rated companies. Each rating category is denoted by the subcategories "high" and "low". The absence of either a "high" or "low" designation indicates the rating is in the "middle" of the category.

A "P-2" rating by S&P is the second highest of eight categories S&P uses in its Canadian preferred share rating scale. An obligation rated "P-2" exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to lead to a weakened capacity of the entity to meet its financial commitment on the obligation. A "high" or "low" designation shows relative standing within a rating category. The absence of either a "high" or "low" designation indicates the rating is in the "middle" of the category.

CREDIT RATINGS GENERALLY

Credit ratings are intended to provide investors with an independent measure of the credit quality of an issue of securities. The ratings indicate the likelihood of payment and an issuer's capacity and willingness to meet its financial commitment on an obligation. A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by the credit rating organization.

As is customary, the Company makes payments to the credit ratings organizations for the assignment of ratings as well as other services. The Company expects to make similar payments in the future.

MARKET FOR SECURITIES OF THE COMPANY

The Company's Cumulative Redeemable Preferred Shares Series 1 and Series 4 are listed on the Toronto Stock Exchange (TSX).

The following table sets forth the high and low prices and volume of the Company's shares traded on the TSX under the symbols CIU.PR.A for Series 1 shares and CIU.PR.C for Series 4 shares, during 2016.

			Series 1			Series 4
2016	**High ($)**	**Low ($)**	**Volume**	**High ($)**	**Low ($)**	**Volume**
January	20.96	19.17	28,846	12.85	9.98	36,849
February	20.05	19.00	29,250	11.01	9.72	59,176
March	20.96	19.97	24,675	11.50	9.97	48,954
April	21.40	20.90	20,223	12.06	11.26	12,778
May	21.69	20.65	19,984	12.33	11.55	64,483
June	22.19	21.06	23,246	12.65	11.90	19,375
July	23.38	21.71	45,445	12.31	11.72	25,702
August	23.92	23.13	27,697	13.15	12.12	23,095
September	23.48	22.71	16,365	12.98	12.53	21,109
October	23.47	22.88	11,324	13.19	12.77	17,349
November	23.37	21.43	62,750	13.25	12.78	27,924
December	21.65	21.07	52,291	13.65	12.64	85,170

DIRECTORS AND OFFICERS

DIRECTORS [1]

Name, Province or State and Country of Residence	Position	Position Held and Principal Occupation	Director Since
R.T. Booth [2] Alberta, Canada	Director	Partner, Bennett Jones LLP	2014
L.M. Charlton [2] Alberta, Canada	Director	Vice President & Chief Financial Officer, Lintus Resources Limited	2008
S.W. Kiefer Alberta, Canada	Director	Chief Strategy Officer, ATCO Ltd. & Canadian Utilities Limited and President, Canadian Utilities Limited	2011
N.C. Southern Alberta, Canada	Chair & Director	Chair, President & Chief Executive Officer, ATCO Ltd. and Chair & Chief Executive Officer, Canadian Utilities	1999
L.A. Southern-Heathcott Alberta, Canada	Vice Chair & Director	President & Chief Executive Officer of Spruce Meadows Ltd.	2017 [3]
R.J. Urwin, PhD, C.B.E. [2] London, England	Director	Corporate Director	2008

(1) All directors hold office until their successors are elected on an annual basis.

(2) Member of the Audit Committee.

(3) Effective March 1, 2017, Linda Southern-Heathcott was appointed to the Board of Directors and the role of Vice Chair of the Board of Directors for CU Inc.

OFFICERS (IN ALPHABETICAL ORDER)

Name, Province or State and Country of Residence	Position Held	Principal Occupation
B.R. Bale Alberta, Canada	Senior Vice President & Chief Financial Officer	Senior Vice President & Chief Financial Officer, Canadian Utilities Limited and ATCO Ltd.
C. Gear Alberta, Canada	Corporate Secretary	Corporate Secretary Canadian Utilities Limited and ATCO Ltd.
S.W. Kiefer Alberta, Canada	Chief Strategy Officer & President	Chief Strategy Officer & President, Canadian Utilities Limited and Chief Strategy Officer, ATCO Ltd.
N.C. Southern Alberta, Canada	Chair & Chief Executive Officer	Chair & Chief Executive Officer, Canadian Utilities Limited and Chair, President & Chief Executive Officer, ATCO Ltd.
C.G. Warkentin Alberta, Canada	Vice President, Finance & Risk	Vice President, Finance & Risk Canadian Utilities Limited and ATCO Ltd.

POSITIONS HELD BY OFFICERS WITHIN PRECEDING FIVE YEARS

All of the directors and officers have been engaged for the last five years in the indicated principal occupations, or in other capacities with the companies or firms referred to, or with affiliates or predecessors.

DIRECTORS' AND OFFICERS' INTEREST IN THE COMPANY

At December 31, 2016, none of the Company's directors and officers, as a group, beneficially owned, or controlled or directed, directly or indirectly, by corporate holdings or otherwise, any of the outstanding Class B shares of the Company.

EXECUTIVE COMPENSATION

Refer to Appendix 1 for the Compensation Discussion and Analysis.

DIRECTORS' COMPENSATION

In 2016, non-employee directors of the Company were paid an annual retainer of $5,000 for acting as directors and $1,500 for attending each full meeting of the Board, or $800 if meetings were brief.

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

Since January 1, 2016, there has been no indebtedness outstanding to the Company from any of its directors, executive officers, senior officers or associates of any such directors, nominees or senior officers.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director or executive officer of the Company, person or company that beneficially owns, or controls or directs, directly or indirectly, greater than ten per cent of the Company's Class B voting Common shares, nor any associate or affiliate of the foregoing, has, or has had, any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year that has materially affected or is reasonably expected to materially affect the Company.

CORPORATE CEASE TRADE ORDERS, BANKRUPTCIES OR SANCTIONS

Corporate Cease Trade Orders

Except as otherwise disclosed herein, no director, executive officer or controlling security holder of the Company is, as at the date of this AIF, or has been, within the past ten years before the date hereof, a director or executive officer of any other issuer that, while that person was acting in that capacity:

i. was the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days; or

ii. was subject to an event that resulted, after the person ceased to be a director or executive officer, in the Company being the subject of a cease trade or similar order or an order that denied the relevant company access to an exemption under securities legislation for a period of more than 30 consecutive days; or

iii. within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Personal Bankruptcies

No director, executive officer or controlling security holder of the Company has, within the years before the date hereof, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangements or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold such person's assets.

Penalties or Sanctions

No current director, executive officer or controlling security holder of the Company has:

i. been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, other than penalties for late filing of insider reports; or

ii. been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

CONFLICTS OF INTEREST

Circumstances may arise where members of the Board serve as directors or officers of corporations which are in competition to the interests of the Company. No assurances can be given that opportunities identified by any such member of the Board will be provided to the Company. However, the Company's policies provide that each director and executive officer must comply with the disclosure requirements of the Canada Business Corporations Act (CBCA) regarding any material interest. If a declaration of material interest is made, the declaring director shall not vote on the matter if put to a vote of the Board. In addition, the declaring director and executive officer may be requested to recuse himself or herself from the meeting when such matter is being discussed.

VOTING SECURITIES AND PRINCIPAL HOLDER THEREOF

The Company has 2,188,262 Class B shares outstanding, all of which are owned by Canadian Utilities. ATCO, directly or indirectly, owns approximately 89.3 per cent of the voting securities of Canadian Utilities. The Southern family controls ATCO.

TRANSFER AGENT AND REGISTRAR

The transfer agent and registrar for the Cumulative Redeemable Preferred Shares Series 1 and Series 4 is CST Trust Company at its principal offices in Calgary, Toronto and Montreal.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

The Company is occasionally named as a party in claims and legal proceedings which arise during the normal course of its business. The Company reviews each of these claims, including the nature of the claim, the amount in dispute or claimed and the availability of insurance coverage. There can be no assurance that any particular claim will be resolved in the Company's favour or that such claim may not have a material adverse effect on the Company. For further information, please refer to Note 21 of our audited consolidated financial statements for the year ended December 31, 2016.

MATERIAL CONTRACTS

Except for contracts entered into in the ordinary course of business (unless otherwise required by applicable securities requirements to be disclosed), there were no material contracts entered into by the Company or its subsidiaries during the most recently completed financial year, or before the most recently completed financial year that are still in effect.

INTERESTS OF EXPERTS

PricewaterhouseCoopers LLP has prepared the auditor’s report for the Company’s annual consolidated financial statements. PricewaterhouseCoopers LLP is independent in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of Alberta.

NON-GAAP AND ADDITIONAL GAAP MEASURES

Adjusted earnings are defined as earnings for the year after adjusting for the timing of revenues and expenses associated with rate-regulated activities and dividends on equity preferred shares of the Company. Adjusted earnings also exclude one-time gains and losses, significant impairments and items that are not in the normal course of business or day-to-day operations.

Adjusted earnings present earnings from rate-regulated activities on the same basis as was used prior to adopting IFRS - that basis being the U.S. accounting principles for rate-regulated activities. Management's view is that adjusted earnings allow for a more effective analysis of operating performance and trends. A reconciliation of adjusted earnings to earnings for the year is presented in CU Inc.'s MD&A. Adjusted earnings is an additional GAAP measure presented in Note 3 to the 2016 Annual Financial Statements.

FORWARD LOOKING INFORMATION

Certain statements contained in this AIF constitute forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "anticipate," "plan," "estimate," "expect," "may," "will," "intend," "should," and similar expressions. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Company believes that the expectations reflected in the forward-looking information are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking information should not be unduly relied upon.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com.

Additional financial information is provided in the Company's consolidated financial statements and MD&A for the financial year ended December 31, 2016.

Information relating to ATCO or Canadian Utilities may be obtained on request from Investor Relations at 1500, 909 - 11th Avenue S.W., Calgary, Alberta T2R 1N6, or by telephone (403) 292-7500 or fax (403) 292-7532. Corporate information is also available on ATCO's website: www.atco.com and Canadian Utilities' website: www.canadianutilities.com.

GLOSSARY

AESO means the Alberta Electric System Operator.

AEY means ATCO Electric Yukon.

AGP means ATCO Gas and Pipelines Ltd.

ATCO means ATCO Ltd.

ATCO Electric means ATCO Electric Ltd.

ATCO Gas means the natural gas distribution division of AGP.

ATCO means ATCO Ltd. and its subsidiaries.

ATCO Pipelines means the natural gas transmission division of AGP.

AUC means the Alberta Utilities Commission.

Canadian Utilities means Canadian Utilities Limited.

Class A shares means Class A non-voting shares of the Company.

Class B shares means Class B common shares of the Company.

Company means CU Inc. and, unless the context otherwise requires, includes its subsidiaries.

Earnings means Adjusted Earnings as defined in the Non-GAAP and Additional GAAP Measures section of this MD&A.

EUA means the Electric Utilities Act (Alberta).

GAAP means Canadian generally accepted accounting principles.

IFRS means International Financial Reporting Standards.

Km means kilometre.

MD&A means the Company's Management's Discussion and Analysis for the year ended December 31, 2016.

NEB means National Energy Board.

NGTL means NOVA Gas Transmission Ltd.

NUY means Northland Utilities (Yellowknife) Limited.

NWT means Northland Utilities (NWT) Limited.

PBR means Performance Based Regulation.

REA means Rural Electrification Association. REAs are constituted under the Rural Utilities Act (Alberta) by groups of persons carrying on farming operations. Each REA purchases electric power for distribution to its members through a distribution system owned by that REA.

ROE means Return on Equity.

Utilities means ATCO Electric Distribution, ATCO Electric Transmission, ATCO Gas and ATCO Pipelines.

APPENDIX 1

COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis (CD&A) discusses the Company's executive compensation program, how it is structured, governed, and designed to support the corporate business objectives.

It discloses compensation of the Chief Executive Officer, Chief Financial Officer and the next three executives that received the highest pay as of December 31, 2016 (the named executives):

- Nancy C. Southern, Chair & Chief Executive Officer (CEO);
- Brian R. Bale, Senior Vice President & Chief Financial Officer (CFO);
- Siegfried W. Kiefer, Chief Strategy Officer, ATCO & CU and President, CU;
- George J. Lidgett, Managing Director, Pipelines & Liquids Global Business Unit; and
- Wayne K. Stensby, Managing Director, Electricity Global Business Unit.

In 2016, all of the named executives except George J. Lidgett and Wayne K. Stensby have multiple roles for CU Inc., Canadian Utilities, and ATCO, the Company's ultimate parent company.

Every year, the Company apportions compensation for executives with multiple roles based on each company’s contribution to revenues, labour expenses and total assets. This allocation method, which has been approved by the AUC, represents an estimate of the amount of time the Company expects the executives will devote to each entity.

Throughout this CD&A, when we refer to senior executives, the Company means the CEO and her direct reports (only some of whom are named executives).

The table below shows how CU Inc., Canadian Utilities and ATCO have shared the compensation expense of executives with multiple roles over the past three years:

	Amount paid and reported by CU Inc. (%)	Amount paid by Canadian Utilities (%)	Amount paid by ATCO (%)	Combined total reported by ATCO (%)
2016	**68.8**	**18.0**	**13.2**	**100**
2015	63.2	24.4	12.4	100
2014	60.1	28.0	11.9	100

EXECUTIVE COMPENSATION PROGRAM ELEMENTS

The Company's executive compensation program includes direct and indirect compensation. Direct compensation is made up of:

- Fixed compensation (base salary); and
- Variable compensation (short, mid and long-term incentives).

Indirect compensation includes a pension plan and other benefits.

Discretionary incentives may also be awarded to senior executives for their contribution to particularly notable accomplishments.

Total direct compensation is targeted at the median (50th percentile) of the comparative group. Pay mix varies from year to year. The target ranges depend on the executive's responsibilities and ability to influence business results. The actual pay mix depends on corporate, Business Unit and individual performance. This mix provides a competitive total direct compensation package while ensuring that a significant portion of each executive’s compensation is performance-based, and therefore, pay at risk.

FIXED COMPENSATION

Base salaries are targeted at the median (50th percentile) of the comparator group, and can be up to the 75th percentile for executives who consistently perform above the role's expectations.

VARIABLE COMPENSATION

Variable compensation makes up a significant portion of each senior executive's total compensation. Awards and payouts are tied to corporate, Business Unit and individual performance.

Nancy C. Southern

Chair & Chief Executive Officer
Age: 60
Location: Calgary, Canada
Years of Service: 27

Ms. Southern is Chair & Chief Executive Officer of CU Inc. and has full responsibility for the Company's strategic direction and operations. She reports to the Board of Directors, and has been a director of CU Inc. since 1999.

Under Ms. Southern's guidance, earnings have increased from $154 million in 2006 to Adjusted Earnings of $501 million in 2016. CU Inc.'s total assets have grown from $5 billion in 2006 to approximately $15 billion in 2016.

	2016	2015	2014
Cash			
Base salary	**688,000**	632,000	601,000
Short-term incentive	**1,100,800**	0	0
Total direct compensation	**1,788,800**	632,000	601,000

EMPLOYMENT AGREEMENT

Ms. Southern has an employment agreement with Canadian Utilities that expires on February 28, 2018, and continues from year to year after that. The agreement includes insurance benefits if Ms. Southern dies or becomes disabled before she retires or her employment is terminated. That insurance is based on her salary, using formulas that take into account the amounts payable to her under the group life insurance policies and disability income programs. It also includes supplemental pension benefits.

Brian R. Bale

Senior Vice President & Chief Financial Officer
Age: 62
Location: Calgary, Canada
Years of Service: 35

Mr. Bale is Senior Vice President & Chief Financial Officer of CU Inc., Canadian Utilities and ATCO and is responsible for Finance, Accounting, Treasury, Taxation, Regulatory Strategy, Risk Management, Office of the Chief Information Officer, Real Estate Strategy and the administration of Internal Audit. He joined ATCO Gas in 1981, and has held progressively senior roles in CU Inc. He was appointed to his current role in 2009.

	2016	2015	2014
Cash			
Base salary	**430,000**	387,100	338,063
Short-term incentive	**412,800**	189,600	0
Total direct compensation	**842,800**	576,700	338,063

Siegfried W. Kiefer

Chief Strategy Officer, ATCO & Canadian Utilities & President, Canadian Utilities
Age: 58
Location: Calgary, Canada
Years of Service: 34

Mr. Kiefer is Chief Strategy Officer, ATCO and Canadian Utilities Limited, and President, Canadian Utilities Limited. He is responsible for recommending and executing strategic initiatives that ensure the Company's profitable growth and achievement of its business objectives. He joined ATCO in 1983 and has held progressively senior roles in ATCO and Canadian Utilities. He was appointed to his current role in 2016.

	2016	**2015**	**2014**
Cash			
Base salary	**522,880**	480,320	452,253
Short-term incentive	**412,800**	158,000	0
Total direct compensation	**935,680**	638,320	452,253

George J. Lidgett

Managing Director, Pipelines & Liquids Global Business Unit
Age: 55
Location: Calgary, Canada
Years of Service: 31

Mr. Lidgett is Managing Director of the Pipelines & Liquids Global Business Unit of ATCO and CU which encompasses Gas Distribution, Gas Transmission and Storage and Liquids. Mr. Lidgett is tasked with leading the strategy and development for the Business Unit’s long-term products and services growth. He joined ATCO in 1985 and has held a number of senior operational and commercial management roles during his tenure. He was appointed to his current role in 2015.

	2016	**2015**	**2014**
Cash			
Base salary	**373,500**	246,750	0
Short-term incentive	**405,000**	0	0
Total direct compensation	**778,500**	246,750	0

Wayne K. Stensby

Managing Director, Electricity Global Business Unit
Age: 50
Location: Calgary, Canada
Years of Service: 28

Mr. Stensby is Managing Director of the Electricity Global Business Unit of ATCO and CU which encompasses electricity generation, transmission and distribution. Mr. Stensby is tasked with leading the strategy and development for the Business Unit's long-term products and services growth. He joined ATCO in 1988 and has held a number of senior operational and engineering management roles during his tenure. He was appointed to his current role in 2015.

	2016	2015	2014
Cash			
Base salary	**329,000**	182,889	0
Short-term incentive	**320,000**	80,000	0
Total direct compensation	**649,000**	262,889	0

2016 COMPENSATION DETAILS

Summary Compensation Table

The table below summarizes the total compensation of each of the named executives received or awarded for the years ended December 31, 2014, 2015 and 2016.

	Salary[1]	Share based awards	Option based awards	Non-equity incentive plan compensation[1]		Pension value[2]	All Other Compensation[3]	Total Compensation
				Annual incentive plans	Long term incentive plans			
Nancy C. Southern								
2016	**688,000**	**-**	**-**	**1,100,800**	**-**	**715,086**	**24,080**	**2,527,966**
2015	632,000	-	-	0	-	437,793	22,120	1,091,913
2014	601,000	-	-	0	-	604,412	21,035	1,226,447
Brian R. Bale								
2016	**430,000**	**-**	**-**	**412,800**	**-**	**177,276**	**15,050**	**1,035,126**
2015	387,100	-	-	189,600	-	188,875	13,549	779,124
2014	338,063	-	-	0	-	146,786	11,832	496,681
Siegfried W. Kiefer								
2016	**522,880**	**-**	**-**	**412,800**	**-**	**220,029**	**18,301**	**1,174,010**
2015	480,320	-	-	158,000	-	131,050	16,811	786,181
2014	452,253	-	-	0	-	199,243	15,829	667,325
George J. Lidgett								
2016	**373,500**	**-**	**-**	**405,000**	**-**	**58,793**	0	**837,293**
2015[4]	246,750	-	-	0	-	38,281	0	285,031
2014[4]	0	-	-	0	-	0	0	0
Wayne K. Stensby								
2016	**329,000**	**-**	**-**	**320,000**	**-**	**2,105,510**	**11,515**	**2,766,025**
2015[4]	182,889	-	-	80,000	-	13,482	22,445[5]	298,816
2014[4]	0	-	-	0	-	0	0	0

(1) *Compensation figures shown for all named executives are the amounts that have been apportioned to and paid by the Company. All of the Company's executives except George J. Lidgett and Wayne K. Stensby have had multiple roles for CU Inc., Canadian Utilities and ATCO, the Company's parent company, over the past three years. The table below shows how the compensation expense for executives with multiple roles has been shared over the past three years.*

	Amount paid and reported by CU Inc. (%)	Amount paid by Canadian Utilities (%)	Amount paid by ATCO (%)	Combined total reported by ATCO (%)
2016	68.8	18.0	13.2	100
2015	63.2	24.4	12.4	100
2014	60.1	28.0	11.9	100

(2) Estimated using a prescribed formula based on several assumptions. Also includes other compensatory related items. In 2016, Wayne K. Stensby joined the supplemental pension plan for all years of service.

(3) Employer contribution to the Employee Share Purchase Plan.

(4) Not all costs were charged to CU Inc. during this time period.

(5) Includes expatriate allowances.

PENSION PLAN

The named executives participate in the Retirement Plan for Employees of Canadian Utilities Limited and Participating Companies (CU plan), which has both a defined benefit (DB) and defined contribution (DC) component. All named executives except Wayne K. Stensby participate in the DB component.

How the DB component works:

- Executives do not contribute to the plan;
- Participants can retire with full benefits when they turn 62, or if their age plus their years of service equals 90 or more. They can retire as early as age 55. However, if they have not achieved 90 points, their pension benefit is reduced by 3 per cent for every year of retirement before age 62, and by another 3 per cent for every year before age 60;
- Pension benefits are paid until the participant dies; then, 60 per cent is paid to the surviving spouse; and
- Retiree benefit payments have historically been increased annually with inflation, to a maximum of 3 per cent.

How we calculate the pension benefit:

[[1.4% x average year's maximum pensionable earnings ($52,440 in 2016)] + [2% x average salary (highest five consecutive years of base salary, not including short-term incentive) minus $52,440]] x Years of Service

Wayne K. Stensby participates in the DC component.

How the DC component works:

- Executives do not contribute to the plan;
- The Company contributes 10 per cent of base salary up to the maximum permitted by the Income Tax Act ($26,010 in 2016); and
- Participants are responsible for the investment decisions in the DC plan and may invest contributions in a broad selection of funds.

SUPPLEMENTAL PENSION BENEFITS

Pension benefits under the CU plan are subject to limits imposed by the Income Tax Act (Canada). Benefits that are higher than these limits are paid to each of the named executives except George J. Lidgett participating in the CU plan as a supplemental pension. This supplemental pension is provided by Canadian Utilities and benefits are not pre-funded.

How it works:

- Supplemental pension benefits are provided as a defined benefit plan;
- Executives do not contribute to the supplemental plan;
- Service is limited to 35 years; and
- Supplemental benefits are not paid if the named executive is terminated or dies before age 55.

Ms. Southern's supplemental pension benefit is part of her employment agreement. Her benefits are calculated as 80% of the average of the highest five years of cash compensation (salary and short-term incentives) during her last 10 years before retirement.

Ms. Southern's pension is inclusive of the benefit under the CU plan. Benefits are paid on the same terms as the CU plan, with the same survivor benefits and top-up for inflation.

DEFINED BENEFIT

The table below shows the pension benefits and accrued obligations under all registered pension plans and supplemental arrangements for each of the named executives.

	Number of years credited service (#)	Annual Benefits Payable ($) At year end	Annual Benefits Payable ($) At age 65	Opening present value of defined benefit obligation ($)	Compensatory Change ($)	Non Compensatory Change ($)	Closing present value of defined benefit obligation ($)
Nancy C. Southern	21.00	1,320,960	1,320,960	13,750,383	715,086	1,726,198	16,191,667
Brian R. Bale	35.00	260,314	260,314	4,355,605	177,276	1,103,774	5,636,655
Siegfried W. Kiefer	33.00	323,881	343,510	6,516,955	220,029	1,053,028	7,790,012
George J. Lidgett	31.17	52,286	106,858	1,768,864	58,793	147,297	1,974,954
Wayne K. Stensby	27.08	70,558	86,392	345,200	2,084,702	210,629	2,640,531

Number of years of credited service is the time the executive has been a member of the pension plan, and is used to calculate the pension.

Annual benefits payable at year end is based on the defined benefit credited service and actual average pensionable earnings at December 31, 2016. The benefits are reduced if a named executive is eligible for early retirement.

Annual benefits payable at age 65 is based on actual average pensionable earnings at December 31, 2016, and their projected service at age 65, to a maximum of 35 years.

The Company calculates the accrued pension obligation using the method prescribed by International Financial Reporting Standards and based on management's best estimate of future events that affect the cost of pensions, including assumptions about adjustments to base salary in the future.

The compensatory change includes the service cost, differences between actual and estimated earnings, the impact of plan amendments and past service benefits.

The non-compensatory change includes interest on the obligation, the impact of assumption changes, and the impact of changing the CU Inc. allocation from 63.2 per cent in 2015 to 68.8 per cent in 2016. See Note 11, Retirement Benefits, in the Company's consolidated financial statements for the year ended December 31, 2016, for more information about the methods and assumptions used to calculate accrued obligations.

DEFINED CONTRIBUTION

The table below shows the defined contribution disclosure for the named executive.

	Accumulated value at start of year	Compensatory ($)	Accumulated value at year end ($)
Wayne K. Stensby	367,472	20,808	413,942

The compensatory amount is the Company's contribution. Participants are responsible for their investments and may invest contributions in a broad selection of funds.

TERMINATION AND CHANGE OF CONTROL

Termination of employment of an executive is subject to applicable legislation and common law provisions as there are no employment agreements in place for the named executives, except for Ms. Southern. The table below shows how a change in employment status affects the different compensation components.

The Company considers there to be a change of control when holders of more than 50 per cent of Canadian Utilities Class B common shares accept an offer for any portion or all of the shares. This change can be by way of a takeover bid or some other means, as long as it is not the result of a transaction to convert Canadian Utilities to a trust with our shareholders owning more than 50 per cent of the voting securities of the trust.

The Company's employment agreement with Ms. Southern, the Chair & Chief Executive Officer, outlines the following:

Retirement

- Salary ends.
- Retiring allowance is based on years of service to a maximum of one month's salary.
- Retiree health benefits coverage starts when she retires, and continues until six months after the pensioner dies.
- Annual incentive bonus is paid on a pro rata basis to the retirement date.
- All vested options and share appreciation rights can be exercised within 24 months of the retirement date, or on the expiry date if earlier.
- All unvested options, share appreciation rights and mid-term incentive plan awards are forfeited on the retirement date.
- Pension benefits are provided based on membership in the plan.

Resignation

- All salary and benefits end.
- Annual incentive bonus for the current year is forfeited.
- All vested options and share appreciation rights can be exercised within 90 days of the resignation date, or on the expiry date if earlier.
- All unvested options, share appreciation rights and mid-term incentive plan awards are forfeited on the resignation date.
- Pension is paid as a commuted value or deferred benefit.

Termination

- All salary and benefits end.
- Annual incentive bonus for the current year is forfeited.
- All vested options and share appreciation rights can be exercised within 90 days of the termination date, or on the expiry date if earlier.
- All unvested options, share appreciation rights and mid-term incentive plan awards are forfeited on the termination date.
- Pension is paid as a commuted value or deferred benefit.
- If applicable, severance is provided based on employment standards and common law provisions.

Change of Control

- No changes are made to salary, incentives or benefits.
- All vested options and share appreciation rights can be exercised within 90 days of a change of control, or on the expiry date, if earlier.
- All unvested options and share appreciation rights are accelerated and can be exercised within 90 days of a change of control date, or on the expiry date if earlier.
- All unvested mid-term incentive plan awards vest on the date immediately preceding the change of control.