



**GAS ALBERTA INC.
DIRECTOR NOMINEE INFORMATION**

**Relating to the Annual Meeting of Shareholders
to be held November 27, 2018**

CONTENTS

	<u>Page</u>
I. BOARD STRUCTURE	2
II. DIRECTOR QUALIFICATIONS & RESPONSIBILITIES	3
III. DIRECTOR NOMINATION INSTRUCTIONS	5
Attachment 1 - Director Nomination Form	6
Attachment 2 - Director Nominee Self-Assessment Form	7

The purpose of this document is to provide information for candidates seeking to serve on Gas Alberta Inc.'s Board of Directors. This document provides the Board's structure, Director qualifications and responsibilities, a skills self-assessment form and the process for submitting nominations.

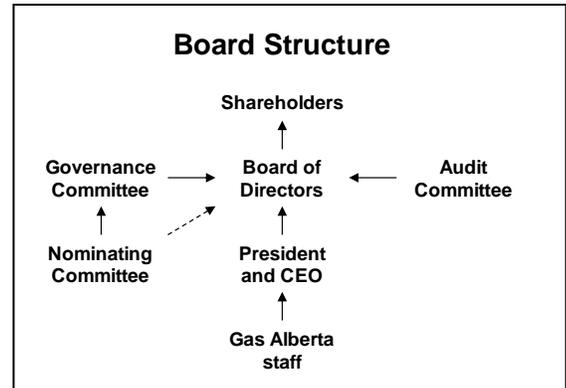
This information is provided by the management of Gas Alberta Inc. in advance of preparing the Company's Advance Information Circular that will be forwarded to shareholders in September 2018.

SECTION I - BOARD STRUCTURE

i) How is Gas Alberta Inc.'s Board structured?

Gas Alberta's Board of Directors is a governing body that is elected by the Company's shareholders to represent the best interests of the Company.

The Board consists of eight Directors: six elected by the Company's Class A shareholders (two elected each year for three-year terms) and two appointed annually by the Federation of Alberta Gas Co-ops for one-year terms. Directors also serve on either the Governance Committee or the Audit Committee, which report to the Board.



ii) What are the Board's main responsibilities?

The Board maintains sound corporate governance practices in the Company and establishes policies and procedures that protect shareholder interests by:

- identifying principal risks and setting policies to manage those risks;
- appointing, training and monitoring senior management;
- ensuring the integrity of the Company's internal controls and management information systems;
- reviewing financial and operating results;
- developing effective communications policies;
- carrying out an annual strategic planning process to establish short and long-term initiatives, and
- representing Gas Alberta at meetings with customers and other stakeholders.

iii) Board Committees

Each year, the Board appoints Directors to serve on its Governance Committee and Audit Committee to undertake various duties on behalf of the Board. The Board establishes the terms of reference for these Committees and may form other committees during the year if necessary.

The Governance Committee ensures that proper corporate governance policies and practices are in place within Gas Alberta. The mandate of this Committee includes maintaining an effective process for nominating and electing Board members, assessing overall performance of the Board and its Committees, evaluating management performance and reviewing compensation for senior management and Directors.

A Nominating Committee reports to the Governance Committee and is comprised of the Board Chair, the Governance Committee Chair and the Audit Committee Chair. If a member of the Nominating Committee is up for re-election, an alternate Director will be appointed to the Committee for that year. The mandate of this Committee is to ensure that appropriate skill sets are maintained on the Board and to administer the Director nomination and election process.

The Audit Committee reviews the Company's financial reports, internal controls, year-end audit results and financial risk policies. This Committee makes recommendations to the Board regarding various financial matters and performs a central role in maintaining strong communications between Directors, management and the Company's external auditor.

SECTION II - DIRECTOR QUALIFICATIONS & RESPONSIBILITIES

i) What qualifications would be of benefit in serving on the Board?

Desirable skills and experience for serving on Gas Alberta's Board are summarized on **Attachment 2** ("Director Nominee Self-Assessment") under the following categories: governance skills, industry knowledge, technical skills and personal attributes. Each category contains a list of primary duties and responsibilities, along with a scale for candidates to rate their skills and experience.

Candidates will be interviewed by Gas Alberta's Nominating Committee, which will involve discussions of each candidate's self-assessment ratings and other areas considered important in serving on the Board and its Committees.

A summary of the candidates' self-assessment ratings will be included in the Company's Advance and Final Information Circulars to assist shareholders in voting for the various candidates.

ii) What are the qualifications and eligibility requirements for Directors?

Gas Alberta's Corporate Bylaws outline the eligibility requirements for the Company's Directors as follows:

8.3 Qualification/Eligibility - No person shall be qualified or eligible for election as a Director if:

- (1) he is less than eighteen (18) years of age;
- (2) he is: (a) a dependent adult as defined in the Dependent Adults Act or is the subject of a certificate of incapacity under that Act;
(b) a formal patient as defined in the Mental Health Act, 1972;
(c) found to be a person of unsound mind by a court of competent jurisdiction in Canada;
- (3) he is a person who is not an individual;
- (4) he is a person who has the status of a bankrupt;
- (5) he be convicted of an indictable offence; or
- (6) he is, either individually or in partnership, or in conjunction with any other person or persons, firm, association, syndicate, company or corporation as principal, agent, shareholder, officer, employee, lender, guarantor or in any other manner whatsoever directly or indirectly, employed or engaged in, concerned with, or interested in or with, provides financial support by way of loan or guarantee or otherwise, or permits his name or any part thereof to be used or employed by any person, firm, association, syndicate, principal business or undertaking which is similar to and in competition with the Corporation's principal businesses, which includes, but is not limited to, the gas purchase, sale and exchange business, the gas brokerage business or the gas marketing business or if he is a principal, agent, officer, employee, or director of a utility company or a pipeline transmission company.

A Director need not be a shareholder.

A majority of the Directors shall be resident Albertans.

iii) Board Diversity

Gas Alberta's Board endeavors to achieve best practices for corporate governance and recognizes the value of diversity in discussing issues and making effective decisions. We encourage diversity on our Board with respect to age, gender, background, industry and governance experience, and other technical and management skills. While the Board promotes an environment that encourages qualified candidates to run for our Board, the final decision on electing Directors is the responsibility of our shareholders.

iv) Director Orientation and Continuing Education

New Directors are given an orientation program, including Gas Alberta's Board Handbook that provides a thorough understanding of the Company's business and corporate governance practices.

The Company is committed to continuing education for all Directors, such as formal training regarding various governance matters that conform to best practices in industry. Directors are encouraged to enroll in courses and seminars to assist them in carrying out their responsibilities while serving on the Board.

At regularly scheduled Board and Committee meetings, management updates Directors on the Company's operations and financial results. The Board also receives management's reports regarding the status of various business initiatives that form part of the annual business plan or are identified during the year.

v) What is the time commitment for serving on the Board?

On average, Directors attend approximately ten to twelve Board and Committee meetings per year. The time commitment for these meetings, including preparation and travel time, is approximately one to two days per meeting. Directors are expected to thoroughly review their information packages prior to each meeting.

Meetings are normally held at Gas Alberta's office in Calgary, or by teleconference.

vi) Where may I get additional information?

The following members of the Nominating Committee may be contacted for further information regarding the Director nomination process:

- Allen Dietz, Director (403) 742-9610
- Michelle Gallagher, Director (780) 967-2550
- Len Spratt, Director (780) 490-9484

SECTION III - DIRECTOR NOMINATION INSTRUCTIONS

i) Nomination & Election Timeline	<u>2018</u>
- Shareholders return completed Director Nomination forms to Gas Alberta.	July 2 - Aug 30
- Gas Alberta interviews Director Nominees.	Aug 31- Sept 7
- Advance Information Circular forwarded to shareholders.	Sept 11
- Final Information Circular, with Proxy & Ballot forms, forwarded to shareholders.	Nov 5
- Shareholders return completed Proxy & Ballot forms to Gas Alberta.	Nov 6-27
- Election results for Directors announced at Gas Alberta's annual meeting.	Nov 27

The purpose of the Advance Information Circular is to allow adequate time for shareholders to evaluate the Director Nominees. The Final Information Circular in November provides Proxy & Ballot forms for shareholders to vote on Director Nominees and other Company business.

ii) **Nomination of Candidates**

We ask that shareholders nominate qualified candidates by completing the Director Nomination Form (**Attachment 1**) as follows:

- Three Nominators are required to nominate a candidate. Nominators must be Directors, Councilors, Officers or delegates of Gas Alberta's shareholder organizations.
- Nominees must sign the Director Nomination Form to indicate acceptance of their nomination and that they comply with the qualifications and eligibility requirements for Director Nominees as outlined in Section II.
- Attach a one-page profile to the Director Nomination Form that includes the following information:
 - Nominee's name, address and phone number;
 - Nominee's occupation, business or employment (current and previous);
 - number of Gas Alberta's Class A shares that are directly or indirectly owned by the Nominee, or over which the Nominee may control or exercise direction, and
 - Nominee's direct or indirect material interests, including associates or affiliates, in any transaction since October 1, 1998, that has or may materially affect Gas Alberta.
- Attach a portrait picture of the Nominee.
- Attach the Director Nominee's Self-Assessment Form (**Attachment 2**).
- Director Nominees may provide nomination comments for inclusion in the Company's Management Information Circular.

iii) **Candidate Interviews**

After all nominations have been received by the Company, candidates will be interviewed by Gas Alberta's Nominating Committee to discuss each candidate's profile and self-assessment. The candidates' self-assessment ratings will be included in the Management Information Circular to assist shareholders in electing the best qualified individuals to our Board.

The Nominating Committee Candidates will contact all candidates to set up interview times. Candidates will be reimbursed for travel and lodging expenses to attend these interviews.

iv) **Closing Date for Nominations**

Completed Director Nomination forms and related information must be received by Gas Alberta **by August 30, 2018**.



**GAS ALBERTA INC.
DIRECTOR NOMINATION FORM
for the Annual Meeting on November 27, 2018**

We, the undersigned, nominate _____
to stand for election to the Board of Directors of Gas Alberta Inc. (the Corporation)

NOMINATORS (please print)	SIGNATURES	DATE
1. _____	_____	_____
2. _____	_____	_____
3. _____	_____	_____

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

A conflict of interest occurs when an individual's private interest interferes, or appears to interfere, in any way with the interests of the Corporation. Individuals being considered for nomination as a Director of the Corporation must disclose in writing all interest and relationships of which the Nominee is aware of at the time of consideration that will or may give rise to a conflict of interest. If such an interest or relationship should arise while the individual is a Director, the individual must make immediate disclosure of all relevant facts to the Corporation's Board of Directors. For further information, Director Nominees may request a copy of Gas Alberta Inc.'s policy titled Code of Business Conduct and Ethics.

If the Board of Directors is making a decision that may result in a benefit to a Director's private interests, the Director shall withdraw from the deliberations altogether. Disclosure may alleviate a conflict of interest or allow the Corporation to appropriately avoid a potential conflict. However, a conflict may be so significant as to only be resolved by the Director's resignation from one or more of the conflicting positions.

I comply with the "Disclosure of Potential Conflicts of Interest" above and the "Qualifications and Eligibility" requirements for Director Nominees as outlined in Section II of this document.

I accept the nomination to the Board of Directors of Gas Alberta Inc.

_____	_____
DIRECTOR NOMINEE'S SIGNATURE	DATE

RETURNING COMPLETED FORMS

All completed Director Nomination Forms and related information must be received at Gas Alberta Inc.'s office by **August 30, 2018** as follows:

by mail: Gas Alberta Inc. (Attn: M. Sherley)
Suite 350, 2618 Hopewell Place NE
Calgary, Alberta T1Y 7J7

by email: msherley@gasalberta.com

or by fax: (403) 509-2611 (attn: M. Sherley)

DIRECTOR NOMINEE SELF-ASSESSMENT
for the Annual Meeting on November 27, 2018

DIRECTOR NOMINEE: _____

<p><u>RATINGS</u></p> <p>O = Outstanding</p> <p>E = Exceeds expectations</p> <p>C = Competent</p> <p>N = Needs improvement</p>

<p>YOUR RATING</p> <p>✓</p>

I. GOVERNANCE SKILLS		
1) Formal board training	A record of continued professional development and formal training in board and governance matters.	
	O	Hold a designation from the Institute of Corporate Directors (ICD), along with extensive governance experience.
	E	Formal board training (other than ICD), extensive experience in governance matters, continued governance education.
	C	Formal board training (other than ICD), proven experience in governance matters.
	N	No formal Board training.
2) Executive recruitment & succession planning	Experience at understanding human resource, personnel and other considerations for executive recruitment and compensation structures.	
	O	Extensive experience developing and implementing executive recruitment and compensation structures.
	E	Proven experience overseeing executive recruitment and compensation structures.
	C	Basic understanding of executive recruitment and compensation structures.
	N	No experience with executive recruitment and compensation structures.
3) Strategic planning and focus	Experience with planning, evaluation and implementation of strategic plans, including a demonstrated ability to focus on longer-term goals and strategic outcomes, as separate from day-to-day management and operational experience.	
	O	Extensive experience preparing and implementing strategic plans.
	E	Proven experience reviewing and evaluating strategic plans.
	C	Basic understanding of an organization's strategic planning process.
	N	No involvement in strategic planning activities.
4) Risks and compliance	Ability to identify key risks in an organization's primary operations and ensure that management has implemented appropriate systems and policies to manage these risks.	
	O	Specialized risk training and extensive experience in risk identification and compliance.
	E	Proven experience with systems and policies to mitigate an organization's risks.
	C	Basic knowledge of systems and policies that mitigate an organization's risks.
	N	No experience with identifying and mitigating risks.
5) Management performance	Experience in evaluating senior management's performance.	
	O	Extensive experience developing and evaluating senior management's performance structures.
	E	Proven experience evaluating senior management's performance.
	C	Some experience evaluating senior management's performance.
	N	No experience evaluating senior management's performance.

YOUR
RATING

6) Organizational management	Ensuring the integrity of internal controls and management reporting processes.		
	O	Extensive experience developing internal controls and management reporting processes.	
	E	Proven experience overseeing internal controls and management reporting processes.	
	C	Basic understanding of internal controls and management reporting processes.	
	N	No involvement with internal controls and management reporting.	
7) Policy development	Ability to identify key issues for an organization and develop policy parameters for an organization's operations.		
	O	Extensive experience identifying an organization's key issues and developing related policy parameters.	
	E	Proven experience identifying an organization's key issues and developing related policy parameters.	
	C	Some experience discussing and monitoring an organization's key issues and policies.	
	N	No involvement with identifying an organization's key issues and policies.	
8) Other board experience	Experience in serving on boards and a good understanding of corporate governance practices.		
	O	Extensive experience serving on multiple boards.	
	E	Proven experience serving on more than one board.	
	C	Proven experience serving on a board.	
	N	No experience with serving on boards.	
II. INDUSTRY KNOWLEDGE			
1) Business judgement	A broad range of commercial and business experience.		
	O	Extensive leadership roles in commercial and/or business organizations.	
	E	Proven experience working for commercial and/or business organizations.	
	C	Some experience with commercial and/or business organizations.	
	N	No commercial or business experience.	
2) Natural gas industry	Experience and knowledge of the gas supply network from suppliers to consumers.		
	O	Extensive operational experience working with a natural gas utility.	
	E	Proven experience in key areas of the gas supply network.	
	C	Basic understanding of the gas supply network.	
	N	Limited knowledge of the gas supply network.	
3) Gas management	Understanding of natural gas trading activities using physical and financial products.		
	O	Extensive experience with natural gas or commodities trading.	
	E	Proven experience with natural gas or commodities trading.	
	C	Basic understanding of natural gas or commodities trading activities.	
	N	Very limited understanding of natural gas trading activities.	
4) Stakeholder relations	Experience with an organization's stakeholder relations, which involves interactions, negotiations and consensus-building.		
	O	Extensive experience with stakeholder relations.	
	E	Proven experience with stakeholder relations.	
	C	Some experience with stakeholder relations.	
	N	No experience with stakeholder relations.	

YOUR
RATING

III. TECHNICAL SKILLS

1) Internal controls	Understanding of the proper application of internal controls within an organization.		
	O	Extensive experience developing, implementing and monitoring an organization's internal controls.	
	E	Thorough understanding of an organization's internal controls to mitigate risks.	
	C	Basic knowledge of internal controls required for an organization.	
	N	Limited experience with internal controls.	
2) Financial reporting	Understanding of financial reports in order to assess an organization's financial performance and viability.		
	O	Extensive experience assessing an organization's financial reports for performance and viability.	
	E	Proven experience assessing an organization's financial reports for performance and viability.	
	C	Basic understanding of financial reports.	
	N	No understanding financial reports.	
3) Business planning	Experience in developing and overseeing budgets and forecasts.		
	O	Extensive experience preparing budgets and forecasts.	
	E	Proven experience evaluating and approving budgets and forecasts.	
	C	Basic understanding of the budgeting and forecasting process.	
	N	No experience with budgets and forecasts.	
4) Auditing requirements	Knowledge of the auditing requirements and processes for an organization.		
	O	Actively involved with accounting staff and auditors in planning and carrying out audits.	
	E	Oversee the accounting and audit processes for year-end audits.	
	C	Basic knowledge of year-end accounting and audit requirements.	
	N	Limited knowledge of year-end accounting and audit.	
5) Formal financial training	Completion of financial courses or seminars.		
	O	Hold an accounting designation.	
	E	Completed multiple financial courses.	
	C	Attended financial seminars.	
	N	Have not taken any financial courses or seminars.	
6) Information technology	Knowledge and experience in the strategic implementation and use of information technology within an organization.		
	O	Direct involvement with planning and implementation of an organization's information technology.	
	E	Understanding of strategic implementation and utilization of an organization's information technology.	
	C	Basic understanding of information technology within organizations.	
	N	No knowledge of an organization's information technology requirements.	

**YOUR
RATING**



IV. PERSONAL ATTRIBUTES

1) Interpersonal skills	Ability to effectively interact with others.		
	O	Regularly assume a leadership role in groups or committees.	
	E	Extensive experience as a member of groups or committees.	
	C	Experience working within groups or committees as required or requested.	
	N	Limited experience with groups or committees.	
2) Communication skills	Ability to present information and listen effectively in small and large groups.		
	O	Extensive experience in regularly presenting to small and large groups.	
	E	Occasionally present to small and large groups.	
	C	Experience as an active participant in small and large groups.	
	N	Limited experience interacting with small and large groups.	
3) Teamwork	Experience serving on an organization's teams or committees.		
	O	Extensive experience in leadership roles on an organization's teams or committees.	
	E	From five to ten years' experience in serving on an organization's teams or committees.	
	C	Some experience in serving on an organization's teams or committees.	
	N	No experience serving on an organization's teams or committees.	
4) Leadership	Experience serving as the Chair of a board or committee, or other equivalent leadership position.		
	O	Extensive experience serving as the Chair of a board or committee, or equivalent position.	
	E	Proven experience serving as the Chair of a board or committee, or equivalent position.	
	C	Some experience serving as the Chair of a board or committee, or equivalent position.	
	N	No experience serving as the Chair of a board or committee.	