

MANAGEMENT INFORMATION CIRCULAR

Notice of Annual General Meeting of Shareholders
to be held May 2, 2024

AltaGas





March 7, 2024

Dear Fellow Shareholders:

After a successful 2023, we are excited about the opportunity to connect at our upcoming Annual General Meeting, where we will provide an update on our key strategic priorities. AltaGas delivered another year of strong performance in 2023, which builds on the multi-year success we have demonstrated through focus and continued execution of our strategic plan. We are proud of the fact that these strong results were delivered in a manner that is consistent with our core values and mission.

On behalf of the Board of Directors, we thank our dedicated employees, whose hard work, commitment, and leadership are instrumental in delivering these outcomes. We also thank the communities where we operate and serve, our valued customers who trust us to deliver the energy they need to carry out everyday life, our valued contractors and service providers, and our capital providers for their continued support. Additionally, we acknowledge the Indigenous Peoples with whom we partner for the long-term and extend thanks to the numerous others who have joined us on this journey.

As we look forward, we remain committed to driving excellence and building upon the foundation of success that was demonstrated in 2023.

Governance and CEO Succession

The Board is responsible for the stewardship of AltaGas. Among the key tenets of delivering on this mandate is succession planning and ensuring the right leaders are in place to drive the long-term outcomes that are desired. After a comprehensive search, we were pleased to announce the appointment of Mr. Vern Yu as AltaGas' new President and CEO on May 8, 2023, effective July 1, 2023. Since Vern joined, AltaGas has continued to advance its strategic plan and deliver long-term value for shareholders, including industry-leading total shareholder returns in 2023. The Board is confident that Vern's track record of building a high performance, accountable culture will steer the company towards further growth and stakeholder value creation. Further details on the succession process and related compensation decisions with this transition are provided in the letter from the HRC Committee Chair and elsewhere in this Circular.

Board of Director Succession

On August 16, 2023, we announced that Ms. Angela Lekatsas was joining the Board of Directors effective September 1, 2023. Angela's strong background complements our Board profile and we believe her strategic depth, wealth of experience across a range of organizational functions, international knowledge, and collaborative leadership style will benefit the organization and our stakeholders.

We are also pleased to announce that Angela will be taking on the role of Chair of AltaGas' Audit Committee in 2024, following Linda Sullivan's decision to not stand for re-election in 2024 as she takes on increased responsibilities with one of her other boards. On behalf of the Board of Directors and all our stakeholders, I want to thank Linda for her substantial contributions during her tenure with AltaGas.

Operating Long Lived Infrastructure

The Company is focused on two core businesses — both of which operate long-life energy infrastructure assets that safely and reliably connecting customers to affordable sources of energy and provide stable and growing income streams. Our balance sheet and growing cash flows allow AltaGas to have the financial capacity to make ongoing infrastructure investments that will grow the enterprise and deliver long-term value for our stakeholders. In 2023 this included the Pipestone acquisition, which strengthened our Midstream value chain, bolstered our footprint in the Alberta Montney, and positioned the company for continued growth.

AltaGas has a history of operating with strong environmental, social and governance principles and we consider these as part of our long-term strategy. We welcome the focus on these principles, and we will continually challenge ourselves to improve upon them. As we make progress on our existing goals, we will build upon them, continue to raise the bar higher, and set new goals that will make our business and company better.

Further details on the progress we've made against our commitments to safety and reliability, emissions reductions, and diversity and inclusion can be referenced in our 2023 ESG report that was released in December.

The Board of Directors approved a six percent increase to the annual common share dividend to \$1.19 per share annually for the 2024 calendar year, which is underpinned by continued growth in the enterprise and income streams. This is consistent with the company's commitment to delivering regular, sustainable, and annual dividend increases while maintaining a prudent dividend payout target of earnings.

In the days ahead, you can expect the same focus from AltaGas. We will hold ourselves to account. We will live by a strong governance philosophy and commitment, and we will be focused on making the right long-term decisions that benefit our stakeholders. We are excited about the road ahead and we look forward to progressing on it with you.

Annual General Meeting

We look forward to hearing from you at our 2024 Annual General Meeting of Shareholders on Thursday, May 2, 2024, beginning at 1:00 p.m. (MDT). During the meeting, shareholders will have the opportunity to receive an updated presentation on our financial results, vote on specific items of business and ask questions. If you are unable to attend the meeting, we encourage you to complete the form of proxy or, if applicable, voting instruction form, and return it within the time frames indicated on such forms so that your vote is counted at the meeting.

AltaGas' management information circular contains important details about the meeting, the items of business to be considered and how you can vote, so please take some time to read the management information circular before you vote your shares.

Thank you for your ongoing support. We look forward to your participation at our Annual General Meeting.

Sincerely,

A handwritten signature in black ink, appearing to read 'Pentti Karkkainen', written in a cursive style.

Pentti Karkkainen

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Meeting Details

Thursday, May 2, 2024

1:00 p.m. (MDT)

via live webcast online at: web.lumiagm.com/471176004

password: altagas2024 (case sensitive)

Voting your Common Shares

AltaGas Ltd. (*AltaGas*) shareholders of record as of the close of business on March 7, 2024 are entitled to receive notice of and vote at the annual meeting.

Registered shareholders and duly appointed proxy-holders may vote at the meeting. Shareholders may also vote in advance of the meeting by completing a form of proxy or voting instruction form, as applicable. Detailed voting instructions can be found beginning on page 5, under "Voting Information".

The management information circular dated March 7, 2024 (the *Circular*) contains information relating to the matters to be brought before the meeting, as well as other annual disclosure. Please review all information contained in the Circular before voting.

AltaGas' board of directors has approved the contents of the Circular and its delivery to the shareholders, directors and auditors of the company.

By order of the Board of Directors,



Jimmi Duce, Corporate Secretary

Calgary, Alberta

March 7, 2024

Items of business

At the meeting, shareholders will be asked to:

1. receive the consolidated financial statements for the year ended December 31, 2023 and the auditors' report thereon;
2. re-appoint Ernst & Young LLP, the auditor of AltaGas, and authorize the directors to set their remuneration;
3. elect each of the 10 director nominees for the ensuing year;
4. consider a non-binding advisory resolution to accept AltaGas' approach to executive compensation; and
5. consider such other business as may properly be brought before the meeting or any adjournment(s) thereof.



Your Vote is Important!
Please submit your vote well
in advance of the proxy
deposit deadline of
1:00 p.m. (MDT) on
Tuesday, April 30, 2024.

AltaGas

About Notice and Access

AltaGas is using the notice and access rules adopted by Canadian Securities Administrators in an effort to be more environmentally friendly and reduce printing and mailing costs. Instead of receiving the notice of annual meeting, the Circular, annual financial statements and related management's discussion and analysis (the *Meeting Materials*) with the form of proxy or voting instruction form, registered and beneficial shareholders will receive a notice (*Notice*) outlining the matters to be addressed at the meeting and instructions for accessing the Meeting Materials online and for requesting paper copies.

The Meeting Materials can be viewed online at www.altagas.ca/invest/share-information/noticeandaccess or under AltaGas' profile on SEDAR+ (www.sedarplus.ca). If you would like to receive a printed copy of the Meeting Materials, please phone 1-866-962-0498 (if you are a registered shareholder) or 1-877-907-7643 (if you are a beneficial shareholder). Refer to the *Notice* for additional details.

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The information contained on, or accessible through, any website referenced in this Circular (as defined herein) is not incorporated by reference in this Circular and is not, and should not be considered to be, a part of this Circular unless it is explicitly incorporated herein.

Frequently Used Terms

AltaGas	AltaGas Ltd., including, where the context requires, its affiliates
Board	the board of directors of AltaGas
CEO	President and Chief Executive Officer of AltaGas
company, we, our	AltaGas
DSU	deferred share unit issued under the DSU Plan
DSU Plan	Deferred Share Unit Plan
EHS Committee	Environment, Health and Safety Committee of the Board
EPS	earnings per share
ESG	Environmental, Social and Governance
HRC Committee	Human Resources and Compensation Committee of the Board
LTI	long-term incentive
LTI Plans	Long-Term Incentive Plans, including the Phantom Unit Plan and the Option Plan
Option	option to purchase a Share issued under the Option Plan
Option Plan	Option Plan, as amended and restated on February 27, 2019
Petrogas	Petrogas Energy Corp., an indirect subsidiary of AltaGas
Phantom Unit Plan	Phantom Unit Plan, as amended and restated on May 1, 2019
PU	performance unit issued under the Phantom Unit Plan
RU	restricted unit issued under the Phantom Unit Plan
Shareholder	a holder of Shares
Shares	common shares of AltaGas
STI	short-term incentive
STI Plan	Short-Term Incentive Plan
TSR	Total Shareholder Return
Washington Gas or WG	Washington Gas Light Company, an indirect subsidiary of AltaGas

ABOUT ALTAGAS

OUR VISION

A leading North American energy infrastructure company that connects customers and markets to affordable and reliable sources of energy.

OUR MISSION

To improve quality of life by safely and reliably connecting customers to affordable sources of energy for today and tomorrow.

OUR VALUES

Every day, our team of approximately 2,800 people is guided by our Core Values.



Safety



Collaboration



Integrity



Inclusion



Learning

~\$1.6B

Normalized EBITDA

\$8.2B

Market Cap

~1.6MM

Utility Customers

150MBbls/d

LPG Export Capacity

Our Utilities strategy is to operate a safety-focused, digitally enabled and high-growth utility business that exceeds our customers' expectations and excels in the emerging energy ecosystem.



Our Midstream strategy is to operate a world class platform that safely connects producers to domestic and global markets and is positioned for the energy evolution.



All figures as at December 31, 2023.

MANAGEMENT INFORMATION CIRCULAR HIGHLIGHTS

AltaGas' annual general meeting of Shareholders will be held at 1:00 p.m. (MDT) on Thursday, May 2, 2024 (the "Meeting"). Shareholders of record as of the close of business on March 7, 2024 (the "Record Date") have the right to participate and vote at the Meeting or any adjournment thereof. You can participate virtually by logging in at web.lumiagm.com/471176004 using the password: altagas2024 (case sensitive). For information on voting at the Meeting, see "Voting Information".

This management information circular (the "Circular") is dated March 7, 2024, and all information contained herein is given as of March 7, 2024 unless otherwise specifically stated.

Meeting Highlights

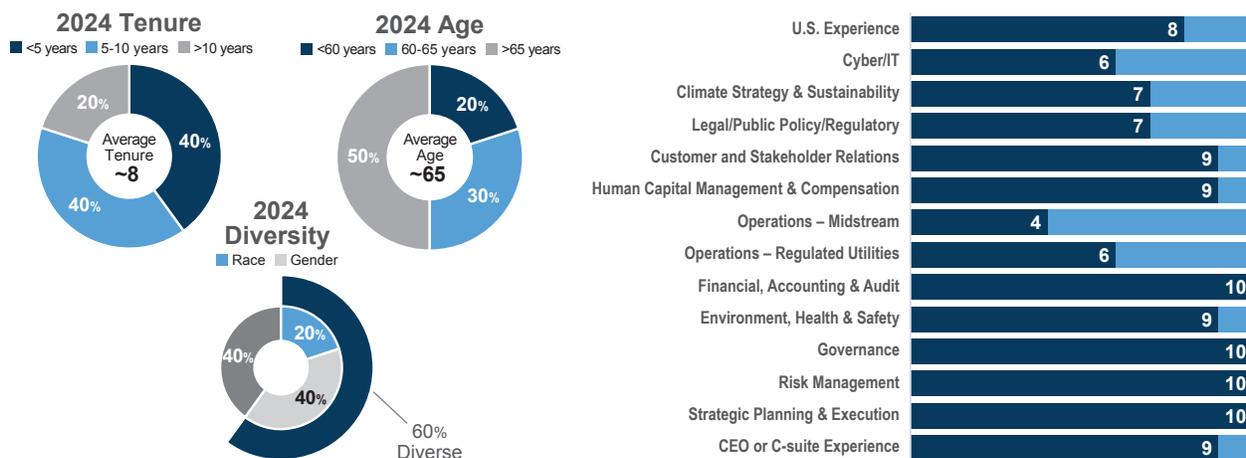
Below are highlights of some of the important information that can be found in the Circular. These highlights do not contain all the information that should be considered. Please review the Circular in its entirety before voting.

Shareholder Voting Matters

Voting matter	Board's Voting Recommendations
Appointing Ernst & Young LLP as Auditors	FOR
Electing each of AltaGas' 10 nominated directors	FOR
Approving Advisory Resolution on Executive Compensation	FOR

Director Nominees at a Glance

	Independent	Tenure (years)	Age	Board Attendance in 2023	Votes FOR at 2023 AGM	Committees
Pentti Karkkainen	✓	5-10	>65	100%	96.17%	–
Victoria Calvert	✓	5-10	>65	100%	96.74%	Governance, HRC
David Cornhill	✓	>10	>65	100%	98.41%	EHS
Jon-Al Duplantier	✓	< 5	<60	100%	97.69%	Governance, HRC
Robert Hodgins	✓	>10	>65	100%	96.08%	Audit, Governance
Cynthia Johnston	✓	5-10	60-65	100%	98.14%	EHS (chair), Audit
Phillip Knoll	✓	5-10	>65	100%	97.89%	Governance (chair), EHS
Angela Lekatsas	✓	< 5	60-65	100%	N/A	Audit (incoming chair)
Nancy Tower	✓	< 5	60-65	100%	96.89%	HRC (chair), Audit
Vern Yu	CEO	< 5	<60	100%	N/A	–



Environmental, Social and Governance Highlights

We are committed to strong and sustainable growth and we believe that good corporate governance improves performance and benefits all stakeholders.

The following are some of our notable highlights:

- Guided by core values and operate pursuant to a Code of Business Ethics
- Director nominees other than our CEO are independent, with key committees comprised solely of independent directors
- Independent Chair of the Board and *in camera* sessions held at every Board and committee meeting
- Diverse Board, including gender and racial/ethnic diversity
- Board and committees utilize independent advisors as necessary
- Climate strategy focused on reducing greenhouse gas (“GHG”) emissions within our areas of operation while positioning our businesses to participate in future global emissions reduction and decarbonization initiatives
- Cybersecurity program prioritizes identification, detection, and protection of our systems, information and digital assets
- Initiatives to support talent development and retention through leadership development programs, employee engagement strategies and creating an inclusive workplace

Refer to “Corporate Governance” for information on our corporate governance practices and policies and our approach to environmental and social matters. We also invite you to learn more about our approach to sustainability by reviewing our 2023 ESG Report and the sustainability section of our website at www.altagas.ca/responsibility.

Compensation Governance Highlights

Director compensation is based on annual retainers, which include cash and equity components. To ensure alignment with the Shareholder experience, more than half of the retainer is comprised of equity regardless of whether a director has met the required equity ownership requirements. Refer to “Director Compensation” for more details.

AltaGas’ executive compensation program has been designed to motivate executives to focus on longer-term interests and provide the returns and the social value that stakeholders expect. The Board routinely assesses executive compensation programs to ensure such programs do not encourage individuals to take inappropriate risks.

Some notable highlights of AltaGas’ executive compensation program design include:

- Linking executive pay to company performance through short- and long-term incentive awards
- Heavily weighting executive compensation toward “at-risk” compensation elements based on achievement of corporate performance
- Benchmarking executive compensation and company performance to relevant Canadian and U.S. peer companies
- Linking executive short-term incentive compensation to corporate social responsibility and ESG factors and, in 2024, including an ESG modifier on PU performance measures related to progressing AltaGas’ diversity and inclusion goals
- Requiring executives to meet equity ownership targets and the CEO to maintain his minimum equity ownership for one-year post-retirement
- Adopting policies and practices to mitigate compensation risk, include anti-hedging and clawback policies
- Capping short-term incentive payouts
- Utilizing double-trigger change of control provisions in executive agreements and under LTI Plans
- Providing Shareholders with an annual say-on-pay vote
- Retaining an independent advisor for the HRC Committee

Refer to “Compensation Discussion and Analysis” for detail on our executive compensation program and practices.

VOTING INFORMATION

The Circular is provided in connection with the solicitation of proxies by management of AltaGas for use at the Meeting to be held at 1:00 p.m. (MDT) on Thursday, May 2, 2024 for the purposes set out in the Notice of Annual General Meeting of Shareholders. The Meeting will be a virtual only meeting conducted via live webcast at web.lumiagm.com/471176004 (password "altagas2024"). A summary of the information Shareholders will need to attend the Meeting online is provided below. You may also refer to the "Virtual Meeting User Guide" that was provided with your form of proxy or voting instruction form.

Virtual Only Meeting

AltaGas believes there are benefits to using a variety of platforms to host the meeting year over year. For a regular meetings with no special business and no Shareholder proposals, the virtual platform provides all Shareholders with an equal opportunity to attend and participate in the Meeting regardless of their geographic location, while balancing the logistical challenges and costs associated with a hybrid meeting and the more limited participation of an in-person only meeting.

We have designed our virtual meeting format to ensure that Shareholder access and participation are comparable to attending an in-person meeting. Voting can be done in advance or at the Meeting. Registered Shareholders and duly appointed proxyholders may submit questions through the online platform during the Meeting by following the instructions under "Attending and Voting at the Meeting". Questions will be read aloud so that all Shareholders and guests may hear, and we will answer as many questions as possible in the time allotted for the Meeting. Non-registered Shareholders who have not duly appointed themselves as proxyholders may also virtually attend as guests, however, guests will not be able to ask questions or vote at the Meeting.

The webcast of the event will be posted to our website following the Meeting. Shareholders may also engage directly with the Board in accordance with the Board Shareholder Engagement Policy, which can be found on our website at www.altagas.ca/about/governance.

Solicitation of Proxies

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited by telephone or email by employees or agents of AltaGas. AltaGas has also retained Morrow Sodali Canada Ltd. ("**Morrow Sodali**") as its proxy advisor and proxy solicitation agent to assist with the solicitation of votes from Shareholders and to provide strategic services in the areas of capital markets intelligence, governance and shareholder engagement. The proxy solicitation agent will monitor the number of Shareholders voting and may contact Shareholders in order to increase participation in voting. In connection with the solicitation of proxies for the Meeting, Morrow Sodali is expected to receive a fee of \$45,000 plus reasonable out-of-pocket expenses. Pursuant to National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), arrangements have been made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the non-objecting beneficial owners of Shares. The cost of solicitation of proxies will be borne by AltaGas.

AltaGas may utilize Broadridge Investor Communications Corporation's ("**Broadridge**") QuickVote™ system, which involves non-objecting beneficial owners of Shares being contacted by Morrow Sodali, on behalf of management, to obtain voting instructions over the telephone and relaying them to Broadridge (on behalf of the Shareholder's intermediary). While representatives of Morrow Sodali are soliciting proxies on behalf of management, which is recommending that Shareholders vote in favour of all the resolutions, Shareholders are not required to vote in the manner recommended by management. The QuickVote™ system is intended to assist Shareholders in placing their votes, however, there is no obligation on Shareholders to vote using the QuickVote™ system, and Shareholders may vote (or change or revoke their votes) at any time and in any manner described in this Circular. Any voting instructions provided by a Shareholder will be recorded and such Shareholder will receive a letter from Broadridge (on behalf of the Shareholder's intermediary) as confirmation that his/her/its voting instructions have been accepted.

Meeting Materials - Notice and Access

AltaGas is relying on the notice and access provisions of NI 54-101 to send proxy-related materials to Shareholders in connection with the Meeting. Notice and access is a set of rules developed by the Canadian Securities Administrators that are intended to reduce the volume of material mailed to Shareholders by allowing a reporting issuer to post proxy-related materials online, rather than mailing paper copies. AltaGas has received exemptions from Corporations Canada under subsections 151(1) and 156 of the *Canada Business Corporations Act* (the "**CBCA**") to permit us to use notice and access.

Instead of receiving the Notice of Meeting of Shareholders, the Circular, consolidated annual financial statements and related management's discussion and analysis (the "**Meeting Materials**") with the form of proxy or voting instruction form ("**VIF**"), as applicable, registered and beneficial Shareholders will receive a notice outlining the matters to be addressed at the Meeting and instructions for accessing the Meeting Materials online and for requesting paper copies.

Shareholders can request a paper copy of the Meeting Materials, at no charge, for up to one year from the date the Circular was filed under AltaGas' profile on SEDAR+ (www.sedarplus.ca). Requests by Shareholders must be made by calling 1-866-962-0498 (if you are a registered Shareholder) or 1-877-907-7643 (if you are a non-registered Shareholder/have a 16-digit control number). In order to receive a paper copy of the Meeting Materials before the Meeting, requests must be received prior to April 15, 2024. A new form of proxy or VIF will not be sent with the paper copy of the Meeting Materials, so it is important to keep the original form in order to vote.

Registered Shareholders can enroll with Computershare Trust Company of Canada ("**Computershare**") to receive future securityholder communications electronically by visiting www.investorcentre.com and clicking at the bottom of the page. Non-registered Shareholders can sign-up to receive future securityholder communications by mail or electronically by visiting at www.computershare.com/ca/maillinglist.

Who has the right to vote at the Meeting?

By a resolution of the Board, the Record Date for the Meeting has been established as March 7, 2024. Only Shareholders of record at the close of business (5:00 p.m. MDT) on the Record Date are entitled to receive notice of and vote at the Meeting. Each Share owned as of the Record Date entitles the holder thereof to one vote. A Shareholder of record on the Record Date will be entitled to vote such Shares even though the Shareholder may subsequently dispose of such Shares. No person who has become a Shareholder after the Record Date shall be entitled to attend or vote at the Meeting or any adjournment(s) thereof.

Who is the Shareholder of record?

Registered Shareholder	Non-Registered (Beneficial) Shareholder
You are a registered Shareholder if your Shares are registered directly in your name with our transfer agent, Computershare.	You are a beneficial Shareholder if a bank, trust company, securities broker, clearing agency, other financial institution or other intermediary (your " intermediary ") holds Shares on your behalf. Your intermediary's name will appear on the record.

If you need assistance in making this determination, or have any questions with respect to voting your Shares before the proxy deposit deadline, please contact AltaGas' proxy solicitation agent, Morrow Sodali, by telephone at 1-888-777-1639 toll free in North America (or 1-289-695-3075 by collect call outside of North America) or by email at assistance@morrrowsodali.com.

How do I vote my Shares?

How you vote depends on whether you are a registered or non-registered (beneficial) Shareholder. How you vote also depends on whether you vote in advance of the Meeting or at the Meeting. See "Voting in Advance" or "Attending and Voting at the Meeting". Refer to the details that follow for specific information on voting.

Voting in Advance

Voting by proxy in advance of the Meeting is the easiest way to vote. Voting by proxy means giving someone else (the proxyholder) the authority to attend the Meeting and vote for you in accordance with your instructions or, if you do not specify how you want to vote your Shares, as the proxyholder sees fit. If you do not appoint your own proxyholder, the AltaGas designees named on the form of proxy or VIF, as applicable, will act as your proxyholder, and will vote your Shares according to your instructions.

To appoint your own proxyholder, print the name of the person you are appointing in the space provided on the form of proxy or VIF sent to you, complete your voting instructions, date and sign the form and submit it in accordance with the instructions therein. Your proxyholder does not need to be a Shareholder, but must attend the Meeting and vote on your behalf.

If you name a proxyholder other than the AltaGas designees, you should obtain the consent of the proxyholder to act on your behalf and instruct him/her/it on how your Shares should be voted. If a Shareholder is a legal entity, an estate

or trust, the form of proxy or VIF must be signed by a duly authorized representative and accompanied by a certified resolution confirming such authorization.

If you sign and return the form but do not give voting instructions or specify you want your Shares withheld and AltaGas' representatives are the proxyholder, the voting rights attached to the Shares will be exercised as follows:

- **FOR** the appointment of the auditor
- **FOR** the election of each proposed Director Nominee
- **FOR** the approval of the non-binding advisory resolution to accept AltaGas' approach to executive compensation

The form of proxy or VIF confers discretionary authority on a proxyholder appointed by you with respect to any proposed amendments or variations to the matters set out therein and any other business which may properly come before the Meeting. As of the date hereof, management of AltaGas is not aware of any amendment or other matter which may properly come before the Meeting.

To vote in advance, choose one of the following methods:

Voting Methods	Registered Shareholders
	Your proxy must be received no later than 1:00 p.m. (MDT) on April 30, 2024 , and can be voted in any of the following ways:
	Visit the following website: www.investorvote.com or scan the QR code provided in the form of proxy. Refer to your 15-digit control number (shown on your form of proxy) and follow the online voting instructions.
	Call the toll-free number: 1-866-732-VOTE (8683) if you are in Canada or the United States. If you are not in Canada or the United States, call the direct phone number shown on your form of proxy. To vote by phone, simply refer to your 15-digit control number (shown on your form of proxy) and follow the instructions.
	Complete your form of proxy and return it by mail or hand delivery, following the instructions on the form.

Voting Methods	Non-Registered (Beneficial) Shareholders
	Your vote must be received no later than the time and date specified in the VIF, which may be earlier than April 30, 2024. You can vote in any of the following ways:
	Visit the following website: www.proxyvote.com . Refer to your 16-digit control number (shown on your VIF) and follow the online voting instructions.
	Call the applicable toll-free number: 1-800-474-7493 or 1-800-474-7501 (French) in Canada or 1-800-454-8683 in the United States. If you are not in Canada or the United States, call the phone number shown on your form. To vote by phone, simply refer to your 16-digit control number (shown on your form) and follow the instructions. Additionally, we may utilize Broadridge's QuickVote™ service to assist eligible Shareholders with voting their Shares directly over the phone.
	Complete your VIF and return it by mail or hand delivery, following the instructions on the form.

The time limit for the deposit of proxies may be waived or extended by the chair of the Meeting at his discretion without notice.

Revoking a Proxy

A Shareholder who has submitted a form of proxy may revoke it at any time prior to the exercise thereof. If you attend the Meeting virtually and follow the process for voting online at the Meeting, your vote will revoke your previous proxy.

Registered Shareholders can revoke a proxy: (i) by delivering a written notice to that effect signed by you or your duly authorized representative(s) or by delivering a new form of proxy that is dated later than the proxy previously submitted, to Computershare at any time up to 1:00 p.m. (MDT) on the last business day before the day of the Meeting, or any adjournment(s) thereof (a) by mail to Proxy Department, 135 West Beaver Creek Road, PO Box 300, Richmond Hill, Ontario L4B 4R5; (b) by hand delivery to 100 University Avenue, 8th Floor, North Tower, Toronto,

Ontario, Canada, or (c) by facsimile to 416-263-9524 or 1-866-249-7775; or (ii) in any other manner permitted by law, including pursuant to the provisions of the CBCA.

If the Shareholder is a legal entity, an estate or trust, the notice must be signed by an officer or attorney of the entity duly authorized in writing by a resolution, a certified copy of which must be attached to the notice.

If you are a non-registered Shareholder, please contact your intermediary for instructions on how to revoke your voting instructions. If your intermediary provides the option of voting over the internet, you can change your instructions by updating your voting instructions on the website provided by your intermediary as long as you submit your new instructions before the intermediary's deadline.

Attending and Voting at the Meeting

Registered Shareholders and duly appointed proxyholders will be able to listen to the Meeting, ask questions and vote online in real time, provided they are connected to the internet and comply with the requirements set out below.

Non-registered Shareholders who have not duly appointed themselves as proxyholders may still attend the Meeting as guests. Guests will be able to listen to the Meeting but will not be able to ask questions or vote.

To access the Meeting, go to web.lumiagm.com/471176004 in your web browser. You will need the latest version of Chrome, Safari, Edge or Firefox. If you are a registered Shareholder or duly appointed proxyholder, select "I have a login" and enter your username and the Meeting password "altagas2024" (case sensitive).

- If you are a registered Shareholder, your username is the 15-digit control number printed on your form of proxy.
- If you are a non-registered (beneficial) Shareholder and have followed the steps to appoint yourself as proxyholder (see the applicable instructions in the tables that follow), you will receive an email from Computershare after the proxy deposit deadline with your username.
- If you have not followed the above steps but wish to listen to the webcast, select "I am a guest" and fill in the form.

Please ensure that you are connected to the internet at all times so you can vote when balloting begins. It is your responsibility to ensure you stay connected to the internet for the duration of the Meeting. You should allow ample time to log into the Meeting online and complete the related procedures. Please note that internal network security protocols including firewalls and VPN connections may block access to the virtual meeting technology. If you experience any difficulty connecting or watching the Meeting, you should ensure your VPN setting is disabled or use your computer on a network that is not restricted to security settings of your organization. Refer to the "Virtual Meeting User Guide" accompanying your Notice of Meeting and Availability of Meeting Materials for details about how to follow the proceedings, vote and ask questions. You may submit your questions once the platform is live and questions will be addressed at the relevant time in the Meeting. To ensure your questions are addressed, we recommend you submit questions early in the Meeting.

Questions will be read aloud so that all Shareholders and guests may hear, and as many questions as possible will be answered in the time allotted for the Meeting. The webcast of the Meeting will be posted to our website following the Meeting. Shareholders may also engage directly with the Board in accordance with the Board Shareholder Engagement Policy, which can be found on our website at www.altagas.ca/about/governance.

How to vote at the virtual Meeting and how to duly appoint a proxyholder (including appointing yourself as a proxyholder if you are a non-registered Shareholder) to vote on your behalf at the virtual Meeting depends on whether you are a registered or non-registered (beneficial) Shareholder. Refer to the instructions in the appropriate table below.

Voting Methods	Registered Shareholders
If you want to vote at the Meeting	<p>Please follow these steps:</p> <ol style="list-style-type: none"> 1. Log into web.lumiagm.com/471176004 at least 15 minutes before the Meeting starts. Please check that your browser is compatible. 2. Select “I have a login” and enter your 15-digit control number (on your form of proxy) as your username and the password “altagas2024” (case sensitive). 3. Follow the instructions and vote when prompted. <p>If you have submitted your form of proxy in advance, your votes will already be recorded, and you do not need to vote again. You can attend the Meeting and not vote or if you do vote, your online vote will revoke your previously submitted proxy. Refer to the instructions below under “Revoking a Proxy”.</p>
If you want to appoint a third party as your proxyholder to vote at the Meeting on your behalf	<p>The persons named in the accompanying form of proxy are management designees. A Shareholder submitting a form of proxy has the right to appoint a person or company to represent him/her/it at the Meeting other than the persons designated in the form of proxy furnished by AltaGas.</p> <p>If you want to appoint someone else (other than the management designees) as a proxyholder to attend, ask questions and vote at the Meeting on your behalf, <u>you must submit your form of proxy appointing the third party AND register the third-party proxyholder as described below. Registering your proxyholder is an additional step to be completed AFTER you have submitted your form of proxy.</u> Failure to register the proxyholder will result in the proxyholder not receiving a username to ask questions or vote at the Meeting. The third party you appoint as a proxyholder does not need to be a Shareholder but must attend the Meeting to vote the Shares.</p> <p>Please follow these steps:</p> <ol style="list-style-type: none"> 1. Submit your form of proxy – To appoint a third-party proxyholder, strike out the names of the management designees and insert the person’s name into the appropriate space on the form of proxy. Follow the instructions for submitting the form of proxy. This step must be completed before registering such proxyholder as set forth in step 2. 2. Register your proxyholder – Shareholders MUST visit www.computershare.com/altagas by 1:00 p.m. (MDT) on April 30, 2024 to provide Computershare with the required proxyholder contact information, so that Computershare may provide the proxyholder with a username via email shortly after this deadline. Without a username, your proxyholder will not be able to participate or vote virtually at the Meeting. 3. Your proxyholder should log into web.lumiagm.com/471176004 at least 15 minutes before the Meeting starts and ensure that their browser is compatible. 4. Your proxyholder should select “I have a login” and enter the username provided by Computershare via email and the password “altagas2024” (case sensitive) and follow the instructions, and vote when prompted.

Voting Methods	Non-Registered (Beneficial) Shareholders
If you want to vote at the Meeting	<p>If you are a non-registered (beneficial) Shareholder and you wish to vote virtually at the Meeting or ask questions, you have to appoint yourself as a proxyholder first and then also register with Computershare. This is because AltaGas and Computershare do not have a record of the non-registered Shareholders and as a result, will have no knowledge of your shareholdings or entitlement to vote, unless you appoint yourself as a proxyholder.</p> <p>Please follow these steps:</p> <ol style="list-style-type: none"> 1. Submit your VIF – To appoint yourself as proxyholder, strike out the names of the management designees and insert your name into the appropriate space on the VIF. Do not fill out your voting instructions. Follow the instructions for submitting the VIF by the appropriate deadline, as the instructions and deadline may vary depending on the intermediary. It is important that you comply with the signature and return instructions provided by your intermediary. This step must be completed before registering such proxyholder as set forth in Step 2. 2. Register your proxyholder – Non-registered Shareholders MUST visit www.computershare.com/altagas by 1:00 p.m. (MDT) on April 30, 2024 to register yourself as a proxyholder and provide Computershare with your contact information so that Computershare may provide you with a username via email shortly after this deadline. Without a username, you will not be able to ask questions or vote virtually at the Meeting. 3. Log into web.lumiagm.com/471176004 at least 15 minutes before the Meeting starts. Please check that your browser is compatible. 4. Select “I have a login” and enter the username that was provided by Computershare and enter the password “altagas2024” (case sensitive). Follow the instructions and vote when prompted. <p>If you are a non-registered Shareholder located in the United States, refer to “Obtaining a Legal Form of Proxy”. Please note that you are also required to register your appointment as proxyholder at www.computershare.com/altagas as per Step 2 above.</p>
If you want to appoint a third party as your proxyholder to vote at the Meeting on your behalf	<p>The persons named in the accompanying form of proxy are management designees. A Shareholder submitting a VIF has the right to appoint a person or company to represent him/her/it at the Meeting other than the persons designated in the VIF furnished by AltaGas.</p> <p>If you want to appoint someone else to vote virtually at the Meeting or ask questions on your behalf, you must submit your VIF appointing the third party AND register the third-party proxyholder as described below. <u>Registering your proxyholder is an additional step to be completed AFTER you have submitted your VIF.</u> Failure to register the proxyholder will result in the proxyholder not receiving a username to ask questions or vote at the Meeting. The third party you appoint as a proxyholder does not need to be a Shareholder but must attend the Meeting to vote the Shares.</p> <p><u>Please follow the steps set out in the section above but instead of inserting your name to appoint yourself and register yourself, insert the name of the person you wish to appoint as your proxy into the appropriate space on the VIF and register them with Computershare.</u></p> <p>If you are a non-registered Shareholder located in the United States, refer to “Obtaining a Legal Form of Proxy”. Please note that you are also required to register your third party’s appointment as proxyholder at www.computershare.com/altagas as per Step 2 above.</p>

Obtaining a Legal Form of Proxy

If you are a non-registered (beneficial) Shareholder located in the United States, and you wish to ask questions or vote at the virtual Meeting or, if permitted, appoint a third party as your proxyholder, then, in addition to the steps above, you must also obtain a valid legal form of proxy from your intermediary. To do so, you should follow these steps:

- Follow the instructions from your intermediary included with the legal form of proxy and VIF sent to you or contact your intermediary to request a legal form of proxy if you have not received one.
- After obtaining a valid legal form of proxy from your intermediary, you must submit such legal proxy to Computershare by email to: USLegalProxy@computershare.com or by courier to: Computershare, Attention: Proxy Dept., 8th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, Canada, and in both cases, your correspondence must be labeled “Legal Proxy” and must be received no later than the voting deadline of 1:00 p.m. (MDT) on April 30, 2024. You will receive a confirmation of your registration by email after Computershare receives your registration materials.

GENERAL INFORMATION

Date of Information

The information contained in this Circular is given as of March 7, 2024, except where otherwise noted.

Currency

Unless indicated otherwise, all amounts are in Canadian dollars and “\$” or “dollars” refer to Canadian dollars. Where applicable, amounts paid in U.S. dollars were converted using Bank of Canada exchange rates and may fluctuate year over year depending on the exchange rate. Values may also be impacted by rounding.

Voting Securities and Principal Holders Thereof

AltaGas is authorized to issue an unlimited number of Shares. As of the Record Date, 295,327,138 Shares were issued and outstanding. Shareholders of record on the Record Date are entitled to notice of, and to attend, the Meeting, or be represented by proxy, and to one vote per Share held on any ballot thereat.

To the knowledge of the Board and the executive officers of AltaGas, as of the Record Date no person or company beneficially owns, or controls or directs, directly or indirectly, Shares carrying 10% or more of the votes attached to all of the issued and outstanding Shares.

Quorum

At the Meeting, a quorum exists if the holders of not less than 5% of the Shares entitled to vote at the Meeting are present or represented by proxy, and at least two persons entitled to vote are actually present at the Meeting. If a quorum is not present at the Meeting, the Shareholders present may adjourn the Meeting to a fixed time and place but may not transact any other business.

Approval Requirements

All matters to be considered at the Meeting are ordinary resolutions requiring approval by more than 50% of the votes cast in respect of the resolution by or on behalf of Shareholders present or represented by proxy at the Meeting.

Shareholder Proposals

The CBCA permits certain eligible Shareholders to submit Shareholder proposals to AltaGas for inclusion in a management proxy circular for an annual meeting of Shareholders from the date that is 150 days before the anniversary date of the previous annual meeting of shareholders for a period of 60 days. No Shareholder proposals were submitted for consideration at the upcoming Meeting. In order to submit a proposal for consideration at the annual meeting of Shareholders to be held in 2025, proposals can be received by the company commencing on December 3, 2024 and the final date by which AltaGas must receive Shareholder proposals is February 1, 2025.

Advance Notice By-Law

AltaGas' By-Law No. 2 sets out the advance notice requirements for director nominations (the "**Advance Notice By-Law**"). The purpose of the Advance Notice By-Law is to provide Shareholders with guidance on the process for nominating directors. The Advance Notice By-Law fixes a deadline by which Shareholders must submit director nominations to AltaGas prior to any annual or special meeting of Shareholders at which directors are to be elected, sets forth the information that must be included in the notice and details the procedure to be followed. A copy of the Advance Notice By-Law is available on AltaGas' website at www.altagas.ca and under AltaGas' profile on SEDAR+ at www.sedarplus.ca.

Under the Advance Notice By-Law, the deadline for nominations of directors for the Meeting is the close of business on April 2, 2024. As of the date of the Circular, AltaGas has not received any director nominations.

MATTERS TO BE CONSIDERED AT THE MEETING

1. Financial Statements
2. Appointment of Auditors
3. Election of Director Nominees
4. Advisory Vote on Executive Compensation

The Board recommends that Shareholders vote FOR the resolutions that follow.

Financial Statements

At the Meeting, the consolidated financial statements of AltaGas for the year ended December 31, 2023 and the auditors' report thereon will be presented. These consolidated financial statements and management's discussion and analysis ("MD&A") relating thereto are available on AltaGas' website at www.altagas.ca/invest/financials and on SEDAR+ at www.sedarplus.ca. No formal action is required or proposed to be taken at the Meeting with respect to the financial statements.

Appointment of Auditors

The Audit Committee assists the Board with its oversight of the independent auditors and is responsible for making recommendations in respect of the appointment, compensation and retention of the independent auditors. As part of its oversight responsibilities, the Audit Committee conducts an annual assessment to determine whether the retention of Ernst & Young LLP ("E&Y") as the independent auditor continues to be in our shareholders' best interests.

The Audit Committee's annual review of E&Y's performance and independence in deciding whether to retain E&Y or engage a different independent auditor considers, among other things:

- E&Y's independence and objectivity in its performance of audit services
- The quality and efficiency of E&Y's historical and recent audit plans and performance on the AltaGas audit
- E&Y's knowledge and expertise in the midstream and regulated utilities industry
- The reasonableness of E&Y's fees for audit and non-audit services
- External reports on audit quality from the Canadian Public Accountability Board, Canada's independent audit regulator

E&Y has been the auditor of AltaGas (including its predecessors) since 1997. The Audit Committee believes that E&Y's tenure as AltaGas's independent auditor confers distinct benefits, including effective audit plans due to E&Y's extensive knowledge of AltaGas' business and enhanced audit quality as a result of their knowledge of AltaGas and the related industries it operates in. The Board values the continuity E&Y brings during a period of transition for AltaGas, including a new CEO in 2023 and a transition of the Audit Committee chair role in 2024.

The Audit Committee believes that any concerns with E&Y's tenure are mitigated by the following factors:

- Thorough Committee oversight, including frequent private meetings with E&Y and review and pre-approval of all non-audit services to be provided by E&Y
- The acquisitions of Washington Gas in 2018, Petrogas in 2020 and the Pipestone acquisition in 2023, which contribute to a significant portion of the AltaGas' consolidated entity, were previously audited by other independent auditors
- Strong internal E&Y independence, policies, and procedures, including the rotation of the lead audit partner and other key engagement partners at AltaGas and its subsidiaries every seven years provides a safeguard against familiarity threats
 - Our current lead audit partner commenced her rotation in 2020
 - E&Y has confirmed it is independent of AltaGas within the meaning of the relevant rules and related interpretations as prescribed by law and the relevant professional bodies in Canada

Taking into account the results of this review, along with other factors referenced above in relation to continuity, the Audit Committee recommended to the Board that E&Y be appointed as auditor for 2024. At the 2023 annual meeting of shareholders, 84% of the votes cast were voted in favour of the appointment of E&Y.

On the advice of the Audit Committee, the Board recommends that Shareholders vote FOR the appointment of E&Y as auditor of AltaGas and authorize the Board to set the auditor's fees.

Unless instructed otherwise, the management designees named in the form of proxy intend to vote FOR the appointment of E&Y as auditor of AltaGas with remuneration to be determined by the Board.

Fees paid to E&Y by AltaGas and its subsidiaries during 2023 and 2022 were as follows:

Category of External Auditor Service Fee ⁽¹⁾		2023		2022
Audit fees	\$	3,410,324	\$	3,497,432
Audit-Related fees ⁽²⁾		788,715		389,580
Tax Compliance fees ⁽³⁾		269,607		389,816
All Other fees ⁽⁴⁾		336,045		270,656
TOTAL	\$	4,804,691	\$	4,547,484

Notes:

- (1) Due to the timing of invoices received, \$2.2 million of fees relating to 2022 were paid in 2023.
- (2) Represents the aggregate fees billed by E&Y for assurance and related services that were reasonably related to the performance of the audit or review of AltaGas' financial statements and were not reported under "Audit fees". During 2023 and 2022, the nature of the services provided included: review of prospectuses and security filings; research of accounting and audit-related issues; specified audit procedures; costs associated with the debt defeasance at SEMCO, and cost allocation manual audits.
- (3) During 2023 and 2022, the nature of the services provided was for tax consultations, tax compliance, and transfer pricing.
- (4) Represents the aggregate fees billed by E&Y for products and services, other than those reported with respect to the other categories of service fees, as well as any out-of-pocket costs incurred. During 2023 and 2022, the nature of the services provided was for translation services, ESG related services, and strategic planning facilitation.

The foregoing information is also set forth in AltaGas' annual information form ("**Annual Information Form**") for the year ended December 31, 2023, under the heading "General – Audit Committee – External Auditor Service Fees by Category", a copy of which can be found on our website at www.altagas.ca and under the company's profile on SEDAR+ at www.sedarplus.ca.

Election of Directors

The articles of AltaGas provide that there must be not less than three nor more than 15 directors and the by-laws of AltaGas provide that the number of directors to be elected at the Meeting will be determined from time to time by resolution of the Board. The Board currently consists of 11 members which will be reduced to 10 following the Meeting.

All nominees are currently members of the Board and have indicated their willingness to continue to serve as directors. Ms. Lekatsas and Mr. Yu are standing for election for the first time. Directors elected at the Meeting will hold office until the next annual meeting of Shareholders or until their successors are duly elected or appointed. If any vacancy occurs in the nominees proposed by AltaGas prior to the Meeting, including in the event a nominee becomes unable to serve, the discretionary authority conferred by the proxy will be exercised at the Meeting to vote for the election of any other person nominated by AltaGas.

The Board believes the nominees are well-qualified to serve and that, with the exception of the CEO, all are independent. You can read more about the nominated directors under “Director Nominees”.

The following individuals are proposed by AltaGas for election as directors of AltaGas:

Victoria A. Calvert	Pentti O. Karkkainen
David W. Cornhill	Phillip R. Knoll
Jon-Al Duplantier	Angela S. Lekatsas
Robert B. Hodgins	Nancy G. Tower
Cynthia Johnston	Vernon D. Yu

The Board recommends that Shareholders vote FOR the election of these nominees as directors of AltaGas.

Unless instructed otherwise, the management designees named in the form of proxy intend to vote FOR the appointment of each of the above nominees.

Individual Voting

As set forth in the form of proxy and the VIF, Shareholders may vote for each proposed nominee individually rather than voting for the proposed directors as a slate.

Majority Voting Policy

While the Board recommends nominees to the Board, Shareholders vote to elect the members of the Board on an annual basis. In accordance with the CBCA, Shareholders vote “for” or “against” director nominees (as opposed to “for” or “withhold”) and, pursuant to AltaGas’ Majority Voting Policy, any director nominee who does not receive majority support (50 percent plus one) will not be elected. If an incumbent director does not receive a majority of votes, that director may continue in office until the earlier of (i) the 90th day after the election, or (ii) the day on which their successor is appointed or elected. The Majority Voting Policy applies only to uncontested elections, meaning elections where the number of nominees for director is equal to the number of directors to be elected. The Majority Voting Policy is available on our website at www.altagas.ca.

Shareholder Advisory Vote on Executive Compensation

The Board believes that attracting, motivating and retaining high performing executives is integral to the long-term success of the company. Through a competitive compensation program that links executive compensation with company performance, we strive to align the actions of our executives with our long-term corporate strategy and Shareholder interests.

AltaGas' approach to executive compensation is set forth under the heading "Compensation Discussion and Analysis".

The Board first sought Shareholder input on executive compensation at AltaGas' 2014 annual meeting and considers the annual advisory vote on compensation an important part of the ongoing process of engagement between Shareholders and the Board. Shareholders are encouraged to review the information on AltaGas' approach to compensation set forth under "Compensation Discussion and Analysis". Our approach to executive compensation has been supported by a significant majority of Shareholders at every annual meeting of shareholders since the adoption of the advisory vote. At the 2023 annual meeting of shareholders, 89% of the votes cast were voted in favour of our approach to executive compensation.

The Board wishes to again seek Shareholder input on its approach to executive compensation. This non-binding advisory vote will provide Shareholders with the opportunity to communicate their views on AltaGas' approach to executive compensation through the following resolution:

"RESOLVED on an advisory basis and not to diminish the roles and responsibilities of the board of directors of AltaGas Ltd. ("AltaGas") that the shareholders of AltaGas accept the approach to executive compensation disclosed in AltaGas' management information circular dated March 7, 2024 for the 2024 annual meeting of shareholders of AltaGas."

The Board recommends that the Shareholders vote FOR our approach to executive compensation.

While the advisory vote is not binding, the Board will consider the outcome of the vote as part of its ongoing review of executive compensation. **Unless instructed otherwise, the management designees named in the form of proxy intend to vote FOR AltaGas' approach to executive compensation.**

Other Business

AltaGas is not aware of any amendment, variation or other matter to come before the Meeting other than the matters referred to in the Notice of Meeting. However, if any other matter properly comes before the Meeting, the form of proxy or VIF will be voted on such matter in accordance with the best judgment of the person or persons voting.

Interest of Certain Persons or Companies in Matters to be Acted Upon

To AltaGas' knowledge, no director or executive officer of AltaGas serving at any time in 2023, no proposed nominee nor any of their respective associates or affiliates, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors.

DIRECTOR NOMINEES

All the proposed nominees are currently directors of AltaGas and have been since the dates indicated.

Each nominee brings a mix of experience, expertise and diverse perspectives to the Board. The combination of these attributes is important for the Board to effectively oversee AltaGas' affairs and carry out its duties and responsibilities.

For additional details on each director's expertise, see "Areas of Expertise and Director Skills Matrix" under the heading "Corporate Governance – Board Composition Considerations".



90%
Independent



100%
Independence on
key committees



60%
Gender and Racial/
Ethnic Diversity

Nominees

All of the following nominees other than our CEO are considered independent. Securities held, as referenced in the biographies below, are as of the record dates for each of the 2024 and 2023 annual shareholder meetings.

None of the nominations involve a contract, arrangement or understanding between a director and any other person and there are no familial relationships between any of the nominees or executive officers.



Left to right: Pentti Karkkainen (Chair), Nancy Tower, Robert Hodgins, Vern Yu, Angela Lekatsas, David Cornhill, Cynthia Johnston, Jon-AI Duplantier, Victoria Calvert and Phil Knoll.

Pentti O. Karkkainen, Chair of the Board

Independent | Director since 2018



Mr. Karkkainen is the Chair of the Board. Mr. Karkkainen has over 35 years of investment management, energy sector research and investment banking experience. He was a co-founder and General Partner of KERN Partners, a Canadian based energy focused capital markets and private equity firm, from 2000 to 2014 and was the firm's Senior Strategy Advisor from 2014 until his retirement from the firm in 2015. Prior thereto, Mr. Karkkainen was the Managing Director and Head of Oil and Gas Equity Research at RBC Capital Markets.

Mr. Karkkainen has significant board experience on publicly traded companies, including as board chair, lead director and compensation committee chair. He has also held a number of roles with private companies, including audit committee chair. Mr. Karkkainen holds a Bachelor of Science (Honours) in Geology from Carleton University and a Master of Business Administration from Queen's University. He is a member of the Institute of Corporate Directors.

West Vancouver, British Columbia, Canada

Age: 69

Key Areas of Expertise:

- Capital Markets
- Governance
- Stakeholder Relations

Board and Committee Memberships in 2023	Attendance in 2023	
Chair of the Board	7 of 7	100%

7 of 7	100%
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Other Public Company Boards

NuVista Energy Ltd. (Chair)

Securities Held as of March 7, 2024 and March 8, 2023

Year	Shares	RUs	DSUs	Ownership Requirement Met ⁽¹⁾
2024	17,000		53,007	✓
2023	17,000	-	41,070	

2023 AGM Voting Results

Votes For: 96.17%

Victoria A. Calvert

Independent | Director Since 2015



Ms. Calvert is a Corporate Director and a private consultant specializing in executive coaching. She is also Professor Emerita of Business at Mount Royal University in Calgary, where she taught from 1988 to 2018. She was a Director of the Canadian Alliance of Community Service Learning from 2009 to 2017 and has published and spoken extensively regarding sustainability and community partnerships. Prior to this, she held corporate positions at Hudson's Bay Oil and Gas Company Limited, the Bank of Nova Scotia and BP p.l.c..

Ms. Calvert has experience regarding digital transformation, stakeholder partnerships and sustainability policies and metrics from serving on public company boards and non-profit boards, such as Heritage Park Society Board. She holds a Bachelor of Commerce (Hons.) degree from Queen's University and a Master of Business Administration degree from Western University and is a member of the Institute of Corporate Directors.

Calgary, Alberta, Canada

Age: 68

Key Areas of Expertise:

- Governance
- Stakeholder Relations
- ESG Risk

Board and Committee Memberships in 2023	Attendance in 2023	
Board	7 of 7	100%
Governance	9 of 9	100%
HRC	9 of 9	100%

7 of 7	100%
9 of 9	100%
9 of 9	100%

9 of 9	100%
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Other Public Company Boards

None

Securities Held as of March 7, 2024 and March 8, 2023

Year	Shares	RUs	DSUs	Ownership Requirement Met ⁽¹⁾
2024	7,620	16,074	27,803	✓
2023	7,620	9,595	26,596	

2023 AGM Voting Results

Votes For: 96.74%



Calgary, Alberta,
Canada

Age: 70

**Key Areas
of Expertise:**

- Leadership/
Strategy
- Stakeholder
Relations
- Public Policy/
Regulatory

Mr. Cornhill is an independent businessman. He is a founding shareholder of AltaGas (and its predecessors) and served as Chairman of the Board from 1994 to 2019. He was Chief Executive Officer of AltaGas from 1994 to 2016 and served as interim co-CEO from July to December 2018. Prior to forming AltaGas, Mr. Cornhill served in various capacities with Alberta and Southern Gas Co. Ltd., including Vice President, Finance and Administration, Treasurer and President and Chief Executive Officer.

Mr. Cornhill is an experienced leader in the business community and is a strong supporter of communities and community collaboration, investment and enhancement and has served on the boards of a number of public and private companies, including as board chair and lead director.

Mr. Cornhill is a member of the Ivey Advisory Board at Western University. He holds a Bachelor of Science (Hons.) degree and a Master of Business Administration degree, both from Western, and was awarded an honorary Doctor of Laws degree by Western in 2015. Mr. Cornhill is a member of the Institute of Corporate Directors.

Board and Committee Memberships in 2023				Attendance in 2023 ⁽⁴⁾	
Board				7 of 7	100%
EHS				4 of 5	80%
Other Public Company Boards					
Imperial Oil Limited					
Securities Held as of March 7, 2024 and March 8, 2023					
Year	Shares	RUs	DSUs	Preferred Shares	Ownership Requirement Met ⁽¹⁾
2024	1,614,873	10,072	86,038	20,000	✓
2023	1,614,873	-	82,302	20,000	
2023 AGM Voting Results					
Votes For:		98.41%			



Houston, Texas,
U.S.A

Age: 56

**Key Areas
of Expertise:**

- Governance
- Human Capital
Management &
Compensation
- Legal/Public
Policy/Regulatory

Mr. Duplantier is a retired executive who spent more than 25 years in the energy industry, most recently with Parker Drilling Company (“**Parker Drilling**”). He served as President, Rental Tools and Well Services of Parker Drilling from April 2018 until July 2020. Prior thereto, Mr. Duplantier held a series of executive positions at Parker Drilling, including Senior Vice President, Chief Administrative Officer and General Counsel from April 2014 to March 2018; Senior Vice President and General Counsel from 2012 to 2014; and Vice President, General Counsel and Corporate Secretary from 2009 to 2012. Prior to joining Parker Drilling, he held a number of roles at ConocoPhillips including Senior Counsel, Exploration and Production, Managing Counsel, Indonesia and Managing Counsel, Environmental.

Mr. Duplantier holds a Juris Doctor Degree from Louisiana State University and a Bachelor of Science from Grambling State University. He is a member of the National Association of Corporate Directors and the Institute of Corporate Directors.

Board and Committee Memberships in 2023				Attendance in 2023 ⁽⁴⁾	
Board				7 of 7	100%
Governance				8 of 9	89%
HRC				9 of 9	100%
Other Public Company Boards					
Stellar Bancorp, Inc.					
Sitio Royalties Corp.					
Kodiak Gas Services, Inc.					
Securities Held as of March 7, 2024 and March 8, 2023					
Year	Shares	RUs	DSUs	Ownership Requirement Met ⁽¹⁾	
2024			15,590	On track	
2023	-	-	9,132		
2023 AGM Voting Results					
Votes For:		97.69%			



Mr. Hodgins is a Chartered Accountant, Certified Public Accountant and has been an independent businessman since November 2004. Mr. Hodgins served as a non-executive part time Senior Advisor, Investment Banking for Canaccord Genuity Corp. from September 2018 to May 2022. Mr. Hodgins has over 25 years of experience in senior financial roles with several Canadian corporations. He was Chief Financial Officer of Pengrowth Energy Trust from 2002 to 2004, Vice President and Treasurer of Canadian Pacific Limited from 1998 to 2002 and Chief Financial Officer of TransCanada PipeLines Limited from 1993 to 1998.

Mr. Hodgins received an Honours Bachelor of Arts in Business from the Richard Ivey School of Business at Western University and received a Chartered Accountant designation. He was admitted as a member of the Institute of Chartered Accountants of Ontario in 1977 and Alberta in 1991 and he is a member of the Institute of Corporate Directors.

Calgary, Alberta,
Canada

Age: 72

**Key Areas
of Expertise:**

- Financial Expertise
- Risk Management
- M&A

Board and Committee Memberships in 2023	Attendance in 2023	
Board	7 of 7	100%
Audit	4 of 4	100%
Governance	9 of 9	100%

Other Public Company Boards

Gran Tierra Energy Inc.
MEG Energy Corp.

Securities Held as of March 7, 2024 and March 8, 2023

Year	Shares	Options	RUs	DSUs	Ownership Requirement Met ⁽¹⁾
2024	16,950	0	7,487	34,559	✓
2023	16,950	7,500	8,059	30,168	

2023 AGM Voting Results

Votes For: 96.08%



Ms. Johnston is a Corporate Director. She was Executive Vice President, Gas, Renewables and Operations Services at TransAlta Corporation ("TransAlta") from 2015 until her retirement in 2017. Between 2011 and 2015, she held various positions, including Executive Vice President Enterprise Risk and Corporate Services and Executive Vice President Corporate Services at TransAlta. Prior thereto, Ms. Johnston held various executive leadership positions with TransAlta and FortisAlberta Inc.

Ms. Johnston has over 30 years of diverse experience in strategic planning, complex project management, operations, sales and marketing, customer service, stakeholder relations, economic analysis and regulation. She holds a Bachelor of Arts in Economics from the University of Calgary and a Master's in Applied Economics from the University of Victoria. She is a member of the Institute of Corporate Directors and holds the ICD.D designation.

Victoria, British
Columbia, Canada

Age: 62

**Key Areas
of Expertise:**

- Operations – Regulated Utilities
- Environment, Health & Safety
- Risk Management

Board and Committee Memberships in 2023	Attendance in 2023	
Board	7 of 7	100%
EHS (Chair)	5 of 5	100%
Audit	4 of 4	100%

Other Public Company Boards

Russel Metals Inc.

Securities Held as of March 7, 2024 and March 8, 2023

Year	Shares	RUs	DSUs	Ownership Requirement Met ⁽¹⁾
2024	6,000		32,346	✓
2023	6,000	-	26,160	

2023 AGM Voting Results

Votes For: 98.14%



Kelowna, British Columbia, Canada

Age: 69

Key Areas of Expertise:

- Governance
- Operations – Midstream & Regulated Utilities
- Environment, Health & Safety

Mr. Knoll is a Corporate Director and Professional Engineer. He was President of Knoll Energy Inc., a private energy consulting company, from 2006 until 2021. Mr. Knoll served as interim co-CEO of AltaGas from July to December 2018. Prior thereto, he was CEO of Corridor Resources Inc. from 2010 to 2014. His other roles included Group Vice President, Duke Energy Gas Transmission LLC, Chair, Management Committee and President for Maritimes & Northeast Pipeline, as well as senior roles at Westcoast Energy Inc., TransCanada PipeLines Limited and Alberta Natural Gas Company Ltd.

Mr. Knoll has over 35 years of varied experience in the energy sector, primarily related to energy infrastructure businesses and the natural gas value chain. Mr. Knoll holds a Bachelor of Applied Science from the Technical University of Nova Scotia in Chemical Engineering. He is a member of the Institute of Corporate Directors.

Board and Committee Memberships in 2023		Attendance in 2023		
Board	7 of 7		100%	
Governance (Chair)	9 of 9		100%	
EHS	5 of 5		100%	
Other Public Company Boards				
Headwater Exploration Inc.				
Cleantek Industries Inc.				
Securities Held as of March 7, 2024 and March 8, 2023				
Year	Shares	RUs	DSUs	Ownership Requirement Met ⁽¹⁾
2024	22,779		65,589	✓
2023	22,779	-	56,960	
2023 AGM Voting Results				
Votes For:		97.89%		



Calgary, Alberta, Canada

Age: 62

Key Areas of Expertise:

- Financial Expertise
- Risk Management
- M&A/Integration

Ms. Lekatsas is a Chartered Accountant, Certified Public Accountant and Corporate Director with over two decades of broad industry and corporate finance experience. Most recently she served as President and CEO of Cervus Equipment Corporation until its acquisition in late 2021. Prior to her appointment as President and CEO, Ms. Lekatsas served as an independent director of Cervus, including as Chair of its Audit Committee. From 2003 to 2018, Ms. Lekatsas was a senior executive with Nutrien Ltd. and its predecessor company Agrium Inc., where she held various roles spanning corporate development, operations, finance and risk. Prior to 2003, Ms. Lekatsas worked in public practice accounting with a focus on financial institutions, large transactions and cross border listed companies.

Ms. Lekatsas has a Bachelor of Commerce Degree from the University of Saskatchewan. She received her Chartered Accountant designations from the Institute of Chartered Accountants of Alberta in 1990 and her Certified Public Accountant designation from the Illinois Institute of Certified Public Accountants in 2002. She is a member of the Institute of Corporate Directors and holds the ICD.D designation.

Board and Committee Memberships in 2023		Attendance in 2023 ⁽²⁾		
Board	3 of 3		100%	
Audit (incoming Chair)	1 of 1		100%	
Other Public Company Boards				
Baytex Energy Corp.				
Securities Held as of March 7, 2024				
Year	Shares	RUs	DSUs	Ownership Requirement Met ⁽¹⁾
2023	3,000		2,439	On track
2023 AGM Voting Results				
Votes For:		N/A		



Halifax, Nova Scotia,
Canada

Age: 64

**Key Areas
of Expertise:**

- Financial Expertise
- Human Capital Management & Compensation
- Leadership/Strategy

Ms. Tower served as President and Chief Executive Officer of Tampa Electric Company, a regulated electric utility and a subsidiary of Emera Incorporated ("Emera") in Tampa, Florida, from December 2017 until 2021. Prior to her roles with Tampa Electric Company, Ms. Tower was the Chief Corporate Development Officer of Emera from 2014 to 2017. From 1997 to 2014, Ms. Tower held several senior positions in corporate finance and in operations at Emera and with its subsidiaries, including Controller and Vice President, Customer Operations of Nova Scotia Power Inc., Chief Financial Officer of Emera, and Chief Executive Officer of Emera Newfoundland and Labrador.

Ms. Tower holds a Bachelor of Commerce from Dalhousie University and is a Fellow Chartered Accountant. She is a member of the Institute of Corporate Directors.

Board and Committee Memberships in 2023	Attendance in 2023	
Board	7 of 7	100%
Audit	4 of 4	100%
HRC (Chair)	9 of 9	100%

Other Public Company Boards

Finning International Inc.
The Toronto-Dominion Bank

Securities Held as of March 7, 2024 and March 8, 2023

Year	Shares	RUs	DSUs	Ownership Requirement Met ⁽¹⁾
2024	6,538	5,035	38,950	✓
2023	6,538	-	32,441	

2023 AGM Voting Results

Votes For: 96.89%



Calgary, Alberta,
Canada

Age: 57

**Key Areas
of Expertise:**

- Leadership/Strategy
- Midstream/Utilities
- Financial Expertise

As President and Chief Executive Officer, Mr. Yu leads the development and execution of AltaGas' strategy, oversees operations and manages the business and affairs of AltaGas.

Mr. Yu is an experienced executive with a proven track record of success across the energy infrastructure value chain including within North American Midstream and Utilities markets being AltaGas' core focus areas. Mr. Yu joins AltaGas after a successful three-decade career at Enbridge Inc., most recently serving as Executive Vice President, Corporate Development, Chief Financial Officer and President, New Energy Technologies.

Mr. Yu is a Professional Engineer and holds a Master of Business Administration degree in Finance from the University of Toronto, as well as a Bachelor of Science degree in Applied Science from Queen's University. Mr. Yu serves on the Board of the Calgary Economic Development. He previously served as the Vice Chair of the Alberta Cancer Foundation's Board of Trustees.

Board and Committee Memberships in 2023	Attendance in 2023 ⁽²⁾	
Board	4 of 4	100%

Other Public Company Boards

None

Securities Held as of March 7, 2024

Year	Shares	PUs	RUs	DSUs	Ownership Requirement Met ⁽¹⁾
2023	90,956	403,105	132,222	37,442	✓

2023 AGM Voting Results

Votes For: N/A

Notes:

- (1) Non-executive directors must achieve equity ownership of three times the value of their annual Board retainer (including cash and equity), within five years of their date of appointment with additional time provided for adjustments to retainer. For purposes of achieving compliance with AltaGas' equity ownership requirement, Shares, RUs and DSUs are included. As CEO, Mr. Yu is required to own five times the value of his annual base salary within five years of his appointment. See "Executive Equity Ownership Requirement".

- (2) Ms. Lekatsas was appointed to the Board and the Audit Committee on September 1, 2023. Mr. Yu was appointed to the Board when he joined as CEO on July 1, 2023. Meeting attendance for both is based on the number of meetings held since their appointment date.
- (3) Mr. Yu, as AltaGas' CEO, is not independent. See "Corporate Governance - Board Composition Considerations" for further details on the independence determinations.
- (4) Mr. Cornhill and Mr. Duplantier each missed one unscheduled (ad hoc) committee meeting of the EHS Committee and the Governance Committee, respectively, called on short notice due to a scheduling conflict that existed prior to the meeting being called. For further details on meeting attendance, refer to "Corporate Governance - Board and Committee Meetings".

As of the Record Date for the Meeting, the proposed nominees collectively held 1,785,716 Shares, or approximately 0.60% of the total issued and outstanding Shares (including Shares beneficially owned, directly or indirectly, and Shares over which control or direction is exercised, in each case as provided by the nominees).

Additional Information on Director Nominees

Cease Trade Orders, Bankruptcies, Sanctions and Penalties

Except as disclosed below, none of the proposed directors: (i) are, or have been within the past 10 years a director, chief executive officer or chief financial officer of any company, including AltaGas and any personal holding companies of such person, that, while such person was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days (collectively, an "Order"), or after such person ceased to be a director, chief executive officer or chief financial officer of the company, was the subject of an Order which resulted from an event that occurred while acting in such capacity; (ii) are, or have been within the past 10 years, a director or executive officer of any company, including AltaGas and any personal holding companies of such person, that, while such person was acting in that capacity, or 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; or (iii) have, including any personal holding companies of such person, within the past 10 years, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold their assets.

Mr. Duplantier was an officer of Parker Drilling from 2009 until his resignation in 2020. Parker Drilling and certain of its U.S. subsidiaries commenced voluntary Chapter 11 proceedings and filed a prearranged Joint Chapter 11 Plan of Reorganization under the United States *Bankruptcy Code* in the United States Bankruptcy Court for the Southern District of Texas, Houston Division (the "**Bankruptcy Court**"). The plan was subsequently amended and was confirmed by the Bankruptcy Court on March 7, 2019. The plan became effective on March 26, 2019 and Parker Drilling emerged from the Chapter 11 Cases.

None of the proposed directors (or any personal holding companies of such persons) have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or have entered into a settlement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for a proposed director.

2023 Director Voting Results

Voting results for 2023 will be posted following the Meeting on SEDAR+ (www.sedarplus.ca).

Other Relevant Sections

For additional information on the directors, refer to the following headings under "Corporate Governance":

- "Board and Committee Meetings" – attendance, committee composition, committee reports
- "Board Composition Considerations" – skills matrix, tenure, retirement, diversity, nominating and assessment
- "Director Orientation, Development and Education" – education sessions attended

CORPORATE GOVERNANCE

Philosophy and Approach

We are committed to strong and sustainable growth and believe that good corporate governance improves performance and benefits all stakeholders. The Board, in its pursuit of excellence in this area, recognizes that governance practices continue to evolve with the scope and complexity of AltaGas' business. As part of its mandate, the Governance Committee monitors governance developments and emerging best practices and assesses our governance practices against these in order to continue to meet the Board's objectives.

Our core values are the foundation on which our governance practices are built. Fundamental to our governance framework is our Code of Business Ethics ("**COBE**") and the key policies supporting the COBE. Our governance framework also includes Board and committee mandates, position descriptions and delegations of authority, all of which are used to further define the expectations, responsibilities and accountabilities of the Board, management and employees of AltaGas. Our key governance practices and policies are described more fully in this section. In addition, key governance documents are available on AltaGas' website at www.altagas.ca/about/governance.

In addition to being aligned with recent governance developments and trends, the Board believes that AltaGas' governance policies and practices are compliant with applicable legislation and policies, including the CBCA, National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), National Policy 58-201 – *Corporate Governance Guidelines*, National Instrument 58-101 – *Disclosure of Corporate Governance Practices* and National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*.

Governance at a Glance

The following is an overview of AltaGas' key corporate governance practices:

What We Do	What We Don't Do
<ul style="list-style-type: none">• Live our core values• Operate within our COBE and key policies, to ensure safe, respectful and ethical practices and personal conduct• Maintain external ethics hotline and web portal for anonymous reporting of complaints• Ensure at least 2/3 of the directors are independent• Have an independent Chair• Hold <i>in camera</i> meetings of independent directors at every Board and committee meeting• Encourage diversity with our Board Diversity policy and consider diversity in recruiting and nomination• Hold an annual advisory vote on executive compensation• Conduct Board-led Shareholder engagement• Conduct community and stakeholder outreach• Annually review key governance documents, including guidelines, mandates, position descriptions and policies• Maintain a Majority Voting Policy and Advance Notice Bylaw• Impose equity ownership requirements for directors and executive officers• Assess director performance and Board effectiveness• Engage independent advisors• Promote director education and new director orientation• Oversee ESG strategy and initiatives and report on material ESG topics• Pay executives pursuant to our pay-for-performance philosophy (see "Compensation Discussion and Analysis – Compensation Governance" for additional highlights)	<ul style="list-style-type: none">• Combine Chair and CEO roles• Allow non-independent directors to sit on Audit, HRC or Governance committees• Vote for directors by slate• Grant Options to non-employee directors• Allow for hedging of Shares• Use a dual-class share structure• Have inter-locking director relationships• Have over-boarded directors

Core Values



Our core values embody how we define success at every level of our organization and promote the highest level of personal conduct and ethical standards. They are at the heart of how we do business, what we stand for as a company, and lay the foundation to execute our strategy and priorities. Our directors, leadership team and employees are expected to exemplify attributes and competencies consistent with these core values.

Our core values reinforce our commitment to integrating strong environmental, health, safety, social and governance performance into every aspect of our business.

Code of Business Ethics

Our COBE and related policies reflect our core values and set expectations for how we conduct our business and engage with our stakeholders. We also expect our partners, suppliers, contractors and third-party service providers to act in a manner consistent with our COBE.

The fundamental principles underlying our COBE and related policies include:

- Comply with laws and regulations
- Act with integrity and operate responsibly
- Avoid conflicts of interest
- Maintain fiscal integrity
- Focus on safety, sustainability and environment
- Treat all individuals with dignity and respect
- Respect confidentiality and treat confidential information appropriately
- Report illegal or unethical behavior

Our COBE guides effective decision-making. Complaints under the COBE or other policies can be anonymously reported to a third-party at: 1-866-384-4277 or <http://altagas.ethicspoint.com>.

The policies underlying our COBE provide further guidance on acceptable behaviour and expected conduct, both internally and in our public interactions. Guidelines and procedures, which comply with regional differences in law, are adopted to support these enterprise-wide policies and operationalize our practices. The key policies supporting our COBE include:

Acceptable Use of Technology

Alcohol and Drug

Anti-Bribery and Anti-Corruption

Conflicts of Interest

Cybersecurity

Disclosure

Environment, Health & Safety

Human Rights

Privacy

Reporting Concerns & Anti-Retaliation

Respectful Workplace

Securities Trading and Reporting

Supplier Code of Conduct (added 2023)

Directors, officers and employees of AltaGas, and other representatives are required to certify that they have read, understand and will comply with the COBE and its key policies when joining AltaGas and on an annual basis thereafter. While our suppliers have always been bound by our COBE and key policies, in 2023, we adopted a Supplier Code of Conduct specifically aimed at extending our expectations of ethical conduct to our value chain.

Our COBE establishes a process for the confidential and anonymous reporting by employees, contractors or third parties of any concerns or potential violations and lays the framework for handling complaints received. AltaGas expects that any person who becomes aware of any activity in violation of these standards report the activity. There are several mechanisms in place that allow for confidential and anonymous reporting, including through a third-party hotline and web portal. AltaGas' prohibits engaging in or tolerating retaliatory acts against any person who files a complaint, participates in an investigation or identified or opposed a practice that they reasonably believed constituted a violation of our COBE or applicable policies.

The Board monitors compliance with our COBE and its key supporting policies and related procedures and oversees training initiatives implemented to support compliance. Depending on the nature of a complaint, one or more of the committees may be involved in oversight of any investigation or the handling of any complaint. Consolidated reporting to the Board on any complaints received occurs at least quarterly.

Training includes specific initiatives throughout the year, based on new or updated policies or procedures or to mitigate emerging risks, and annual training as part of COBE recertification. Virtual training modules provided in connection with the annual COBE certification process are informed by external and internal factors and designed to provide practical examples and guidance to ensure a deeper understanding of our COBE. Topics have included, among others, respect in the workplace, conscious and unconscious bias, managing conflicts of interest, and speaking up and reporting concerns. With the evolving cybersecurity landscape, cybersecurity training remains an area of focus, including a series of mandatory sessions for all employees as well as continued testing.

Our COBE and key policies are regularly reviewed and updated to respond to key changes in law or in our business. A copy of our COBE is publicly available under AltaGas' profile on SEDAR+ at www.sedarplus.ca or on our website at www.altagas.ca/about/governance.

Conflicts of Interest and Related Party Transactions

Our COBE and supporting policies are designed to ensure that all personnel act in the best interests of AltaGas in the performance of their duties and, among other things, provide guidance in identifying and understanding obligations in relation to disclosure of any interest in material contracts or material transactions or any proposed material contracts or transactions. All personnel are required to disclose any potential conflict of interest when it arises, and are required to certify upon hire and annually thereafter that they have read, understand and will comply with our Conflicts of Interest Policy, including the disclosure of any potential, perceived or actual conflicts of interest.

Any director with a material interest in a transaction or agreement being considered by the Board, including any interest by a person who is considered a related party of such director, is required to declare such conflict and abstain from voting with respect to such transaction or agreement in accordance with the CBCA. Directors, officers and individuals with oversight over financial reporting also regularly provide information on their related parties and are required to complete an annual questionnaire which assists in identifying possible conflicts of interest and related party transactions. Potential conflicts of interest are managed in accordance with our policies, which includes reporting to the Audit Committee.

The Audit Committee, on behalf of the Board, is responsible for overseeing related party transactions and associated disclosure. The Governance Committee and the Board review and consider related party information when making director independence determinations.

Board Responsibilities

The Board is responsible for the stewardship of AltaGas and for overseeing the management of AltaGas' business and affairs. In fulfilling its responsibility, the Board recognizes that it has the statutory duty to act honestly and in good faith with a view to the best interests of the company while considering the interests of Shareholders, other stakeholders and the environment.

The Board believes that the key tenets of successfully managing the business and affairs of AltaGas include:

- Developing and supporting robust governance practices
- Succession planning and ensuring the right leaders are in place
- Overseeing the strategic direction of the company and strategy execution
- Overseeing risk management (including with respect to climate change and energy transition)
- Ensuring integrity of financial statements and financial reporting
- Overseeing ESG strategy, including the integration of ESG priorities, risks and opportunities into the strategic planning process and compensation programs

To assist the Board in fulfilling its duties and responsibilities, the Board delegates certain duties and responsibilities to its committees to ensure sufficient focus remains with the Board for the review of key strategic, operational or otherwise material matters and risks. The Board currently has four standing committees:

[Audit Committee](#)

[Human Resources and Compensation \(HRC\) Committee](#)

[Environment, Health and Safety \(EHS\) Committee](#)

[Governance Committee](#)

Annually, the Governance Committee considers the function of each committee, the evolving needs of AltaGas and the time commitment of directors in determining whether additional standing committees are needed to support the Board. The Board may also establish ad hoc committees or delegate additional committee responsibilities to directors from time to time for specific matters as may be required. Most recently, an ad hoc committee of independent directors was formed to assist with CEO succession (the "**Transition Committee**"). See "Board Responsibilities - Succession Planning - Management Succession Planning" for more information on the Transition Committee.

Developing the Governance Framework

The Board discharges its responsibilities directly and through its committees.

To assist the directors in fulfilling their obligations, the Board has adopted:

- Governance Guidelines
- Board and Committee Mandates
- Position Descriptions for the Chair and CEO
- Delegation of Authority Policy

The Governance Guidelines, Mandates and the Position Descriptions are reviewed annually and can be found on our website at www.altagas.ca.

Collectively, these key governance documents clearly define the scope and responsibilities of the Board, its committees, the committee chairs, individual directors, the Chair and CEO and, through the Delegation of Authority Policy, authorize the day to day administration and management of the company.

The Governance Guidelines were first adopted in 2018 and outline, among other things, expectations for directors and include the Board's policies on tenure, retirement and equity ownership.

The Board Mandate defines the role and the responsibilities of the Board in regard to its stewardship of the company. A more detailed description of the Board's responsibilities can be found in the Board Mandate, the full text of which is set out in "Schedule A". Each committee has adopted a written mandate setting out the roles and responsibilities of the committee and its chair. Mandates are reviewed annually by each respective committee, the Governance Committee and the Board to ensure mandates remain current and reflective of the work being performed by the committees, the evolving needs of the company, as well as external changes in laws, policies and best practices. In addition, each committee uses an annual work plan which it develops with management to guide the key areas of focus by quarter for the year. The committees have the authority to engage external advisors as needed.

The Position Descriptions for the Chair and CEO assist with clearly delineating the scope of each role and the Board's expectation of each role. As set forth in the Position Description for the Chair, the Chair's primary role is to provide leadership to the Board to facilitate the operation and deliberations of the Board, to be the primary liaison between the Board and management and to ensure that the Board fulfills its responsibilities under the Board mandate. The Chair is accountable to the Board. The CEO's primary role is to provide leadership to AltaGas. The CEO develops, recommends and executes strategic plans, oversees the day-to-day operations of the company, develops the annual budget and supports succession plans for the executive officers. The CEO's role and responsibilities are further specified, refined and delineated by the Board through approval of the annual budget, corporate goals and objectives for which the CEO is responsible, and through more specific delegations of authority as required. The Delegation of Authority Policy provides a comprehensive matrix of procedural and financial authority for the day to day administration and management of the company.

The key governance documents are reviewed and approved annually by the Governance Committee and Board to ensure continual evolution and alignment with changing best practices. The mandates, along with the Governance Guidelines and position descriptions, can be found on our website at www.altagas.ca/about/governance. Collectively, the governance documents lay the foundation for how the company achieves operational excellence in governance with clearly established parameters of authority, accountability and reporting.

Succession Planning

The Board considers succession planning for the Board, its committees, the CEO and other executive officers one of its most critical functions, as strong leadership is core to achieving our strategy and delivering sustained value for our stakeholders. The Governance Committee takes the lead on succession planning for the Board with the HRC Committee taking the lead on succession planning for the CEO and other executive officers. The CEO also plays an integral part in the succession planning process for executive officer positions as well as other key leadership positions at the corporate and subsidiary operating levels.

Board Succession Planning

Board succession is an ongoing process that aims to ensure that the Board continues to be representative of the expertise, experience, geography, and diversity necessary to guide the company, including strategically and from a risk oversight perspective. The Governance Committee's approach to succession planning is to plan for the orderly transition of roles, deliberately balancing fresh and diverse perspectives with the insight of continuity and historical institutional knowledge to ensure the Board can effectively carry out its responsibilities.

In conjunction with its succession planning, the Governance Committee also reviews committee composition and plans for the transition and rotation of roles within the standing committees over time. The Governance Committee's succession planning process includes planning for interim situations and adapts for the needs of AltaGas' business and changes in circumstances for the directors. The plan for committee rotation takes into account interests expressed by the directors and aims to broaden director experiences. The succession planning process is informed by director performance assessments, director's intentions with respect to tenure and retirement and the skills matrix that is assessed annually by the Board. This succession planning process is used to inform director recruitment strategies.

A majority of the Board members have been onboarded since 2018. New directors bring complementary competencies and diversity of experience, increasing the Board's coverage within many areas, including financial expertise, senior executive level experience in U.S. regulated utilities, risk, strategy and capital markets, environment, health and safety matters, legal and governance, and experience within the energy value chain.

Mr. Karkkainen was appointed as Chair of the Board in 2019 with new chairs appointed to the Governance Committee and EHS Committee at the time. Ms. Tower assumed the role of HRC Committee Chair in May 2021 and Ms. Sullivan assumed the role of Audit Committee chair in March 2022.

Succession planning continues to be an area of focus for the Board, with the recent appointment of Ms. Lekatsas as part of succession planning for the Audit Committee and to allow for future committee rotation. With Ms. Sullivan not standing for re-election, Ms. Lekatsas will assume the role of Audit Committee chair and will also join the HRC Committee.

Membership rotation is also considered annually, with each of the committees adding new members in the past few years.

Board Succession Strategy:

- ✓ **Orderly transition**
- ✓ **Plan for retirements**
- ✓ **Balance fresh perspectives with continuity and institutional memory**
- ✓ **Add complementary skills and competencies**
- ✓ **Establish interim succession readiness plans for chairs**
- ✓ **Rotate committee composition to broaden experience**
- ✓ **Informed by annual director assessments**

For details of AltaGas' recruitment process, refer to "Director Selection and Nomination".

Management Succession Planning

AltaGas is committed to developing leaders at all levels that exemplify our core values and leadership competencies which reflect the diversity of the communities in which we operate.

With respect to executive leadership and succession planning, the Board is responsible for:

- Appointing the CEO and other executive officers
- Evaluating the CEO's performance and setting goals, objectives and incentives for the CEO
- Evaluating the performance and incentives for the executive officers, and setting and evaluating the value drivers for each business segment
- Succession planning for the CEO and overseeing the succession plans for the other executive officers
- Reviewing the succession strategy for all other senior management positions and critical roles
- Reviewing the talent development strategy which ensures AltaGas' management programs address leadership growth and development and provide internal succession candidates for key roles

Ensuring the right leaders are in place is one of the Board's key responsibilities and an area where the Board, together with the HRC Committee, is actively focused. The HRC Committee reviews the organizational reporting structure, the critical roles required to meet objectives and the succession plans for those roles, and reports on such matters to the Board at least annually. As part of this process, the HRC Committee reviews the internal talent pools and readiness list of individuals who could step into critical roles immediately, in the near term (1-3 years) and longer-term (3-5 years). Development plans for these individuals focus on experience, exposure and education to grow and expand their capabilities and competencies. Progress toward planned development objectives is regularly monitored.

During 2022 and 2023, the Board was focused on CEO succession. On November 21, 2022, AltaGas announced Mr. Crawford's intention to retire from his role as CEO of AltaGas. In order to approach the CEO succession and transition process holistically, the Board constituted the Transition Committee, an ad hoc independent committee of the Board, which included members of the HRC Committee and the Governance Committee, as well as the Board Chair. The Transition Committee updated, in consultation with the Board and external advisors, the core competencies and leadership attributes for the CEO role as developed by the HRC Committee. The updated profile was utilized by the Transition Committee and its third-party advisor to assess candidates for the role.

After consideration of many strong internal and external candidates, the Board, on the recommendation of the Transition Committee, announced the appointment of Mr. Yu as President and Chief Executive Officer of AltaGas in

May 2023, with a July 1, 2023 effective date. In connection with the CEO transition, a key priority of the HRC Committee and the Board was to enable organizational stability and leadership continuity to ensure AltaGas' continued success. The Board believes the executive leadership team has the drive, skills and diversity of perspectives to execute the strategic plan and that their support during the CEO transition was essential to the success of our business.

The HRC Committee recognizes that succession planning is an ongoing process for all critical positions and evolves to ensure leadership transition continues in a manner that aligns with the long-term vision and strategy of AltaGas. AltaGas has established measurable goals with respect to diversity of its leadership team to advance its objectives for its internal diversity to reflect the diversity within the communities it serves and to signal the importance of diverse perspectives and an inclusive culture.

Strategic Planning

Robust governance, strong leadership and stringent enterprise risk management are core to delivering sustained value for our stakeholders. The Board oversees strategy development and evaluates and measures progress towards execution, and short- and long-term risks to meeting strategic objectives. The CEO is ultimately responsible for development and execution of strategic plans and each year the Board dedicates at least two days to discuss the five-year strategic plan from which annual and long-term goals and objectives are set. During these sessions longer-range risks and opportunities beyond the five-year horizon are considered in the planning process, including in relation to climate change and energy transition. The strategic planning process factors in regulatory strategies and environmental stewardship required to achieve the plan, the company's ESG goals, the role of digitization and technology, employee engagement, talent development, stakeholder engagement and community investment. Internal and external key risks and challenges to achieving the plan are also assessed. External advisors are engaged to provide views on industry and market trends, the geopolitical and regulatory landscape applicable to the company and other relevant topics pursuant to which strategy and risks can be further tested and challenged. Feedback received through Shareholder engagement, as well as market expectations and trends, are also factored into the strategic analysis.

The strategic plan guides management's evaluation of potential opportunities (both for organic growth and acquisitions and divestitures), and shapes its decision-making relating to, among other things, budgeting, succession planning, talent development and goal and objective setting towards building sustainable value for all stakeholders.

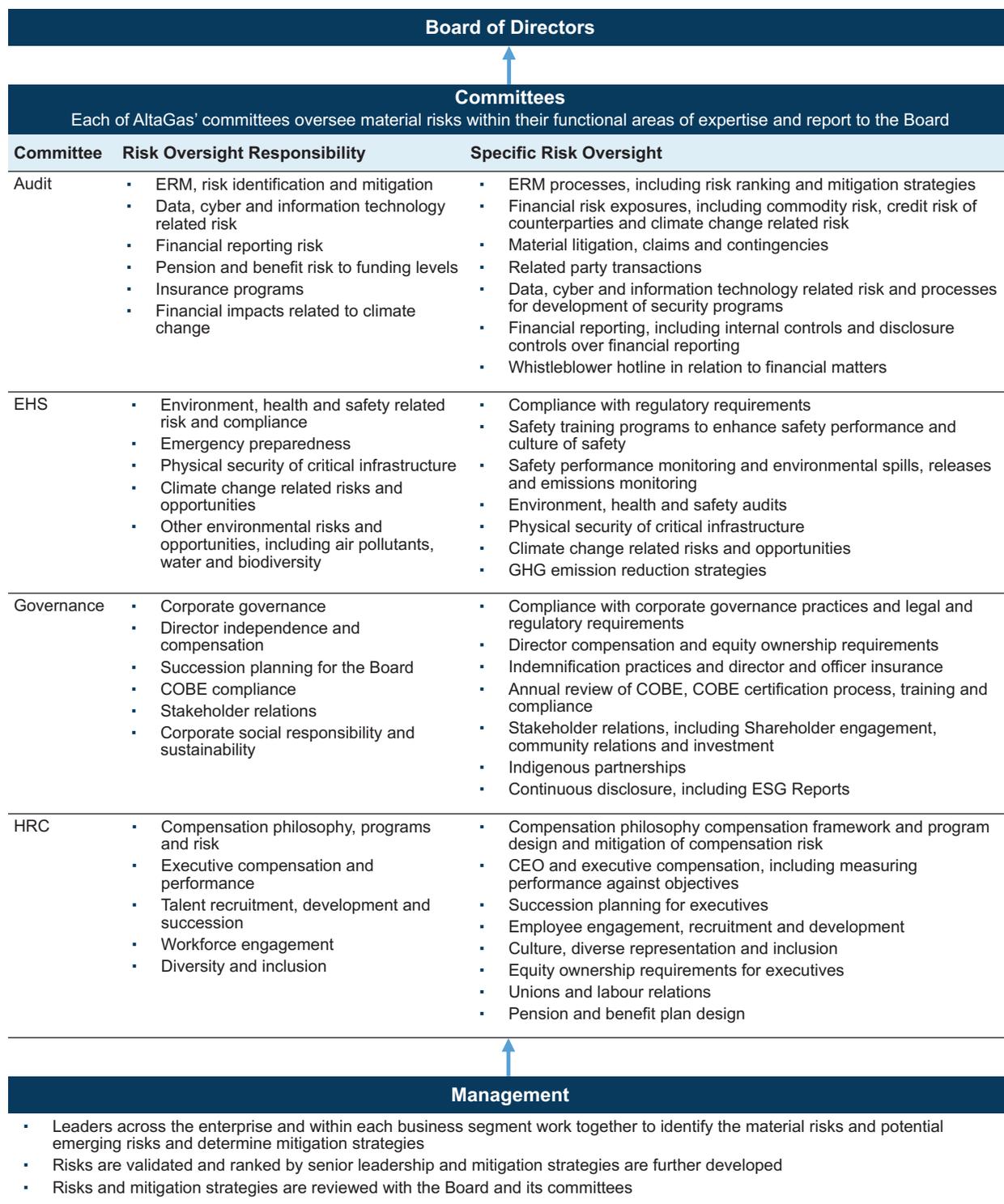
AltaGas continually assesses the macro and micro-economic trends impacting its businesses and seeks opportunities to generate long-term value for Shareholders. The opportunities AltaGas pursues are evaluated against strategic, operating and financial criteria and evaluated for enhancements to safety and reliability and other environmental and social factors in order to ensure they align with the long-term strategy and provide ongoing organic growth potential, favorable risk profiles and strong risk-adjusted returns.

The Board reviews AltaGas' financial objectives, plans and actions, and annually approves its consolidated annual business plan and capital budget and reviews and approves all material transactions. The outcomes of the strategic planning process are used to establish the goals and objectives, for both the ensuing year and for creating future long-term value. Performance against those goals and objectives are linked to executive compensation. At every regularly scheduled Board meeting, time is dedicated to evaluating and measuring progress made toward strategy execution and evaluating key near-term and long-term risks to meeting AltaGas' strategic objectives. By balancing economic priorities with our social and environmental values, we believe we can help meet growing global demands for energy, while continuing to deliver sustainable benefits to our stakeholders.

For information on our 2023 strategic priorities, refer to AltaGas' MD&A for the year ended December 31, 2023, which can be found on our website at www.altagas.ca and under the company's profile on SEDAR+ at www.sedarplus.ca.

Risk Management

Effectively identifying and evaluating risks, both internal and external to our organization, and their potential impact to our business and our stakeholders, and developing processes and practices to mitigate such risks, is a central area of focus at AltaGas. Our governance framework is designed to effectively manage this process across the enterprise. Ultimately, the Board is responsible for enterprise risk oversight and ensures appropriate systems are in place. All levels of the organization are engaged with the Enterprise Risk Management (“ERM”) program, which serves as the primary vehicle for aggregated risk management.



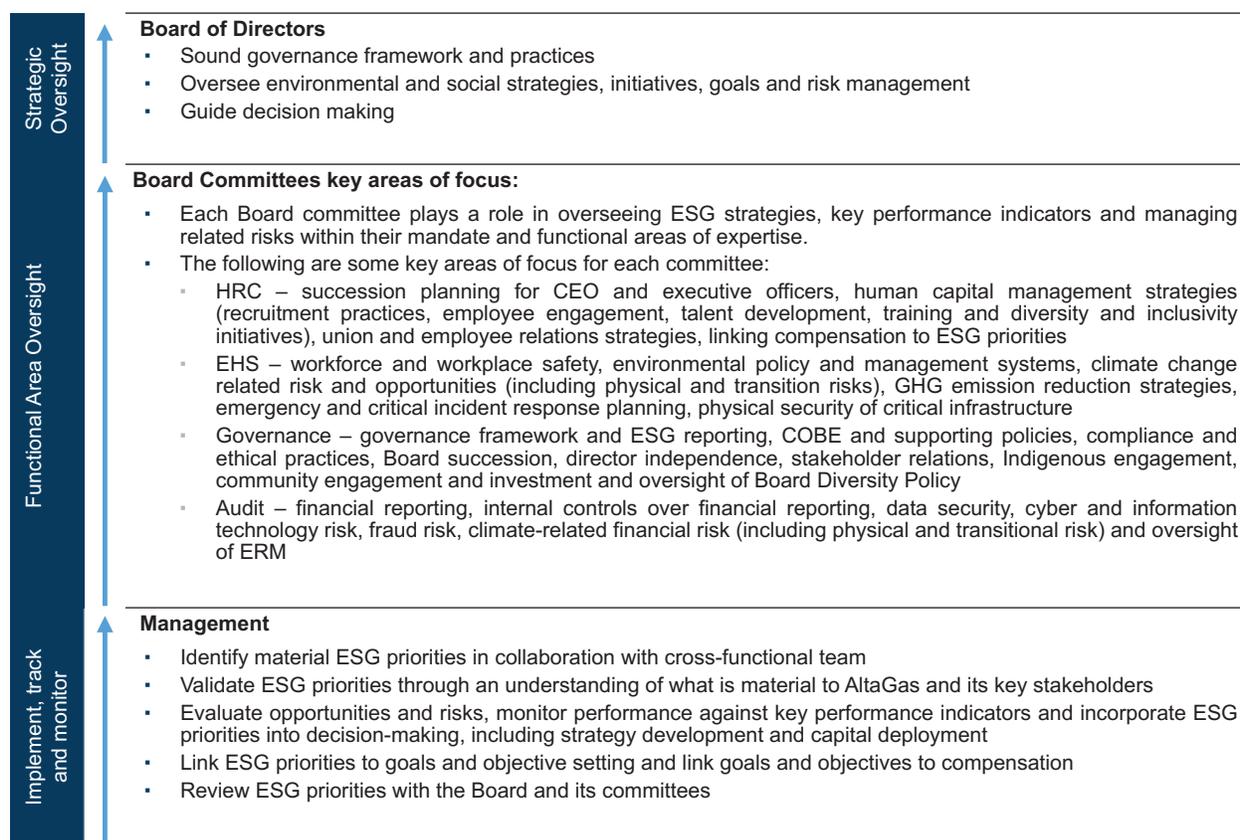
With a large portion of AltaGas' business being comprised of regulated utilities, and given the regulated nature of the utility industry, the governance policies and compliance reporting of AltaGas' operating utility subsidiaries are subject to significant regulatory scrutiny within each of their respective jurisdictions. Environmental and social risks, including climate change related risks, and our approach to managing these risks are embedded within the ERM process. Risks are validated and ranked by senior leadership and reviewed with the Board and its committees. The Audit Committee has oversight over the ERM program. Senior leadership is responsible for the management of the risks and opportunities and implementation of the mitigation strategies. Our COBE and key policies which are approved by the Board, and the training done to support compliance with the COBE are designed to mitigate risk.

The most significant risks facing our company vary from time to time depending on various external and internal factors. As a result, the Board recognizes the need for continual review and evaluation of management's risk analysis so that AltaGas remains agile and responsive to changing risk profiles. AltaGas' key risks are identified in the company's Annual Information Form for the year ended December 31, 2023, which can be found on our website at www.altagas.ca and under the company's profile on SEDAR+ at www.sedarplus.ca.

ESG Oversight

Governance and leadership are the foundation that supports sound decision-making which leads to sustainable outcomes. Core to AltaGas' business and ESG strategy is an unwavering commitment to operational excellence. This means operating a safe and reliable system, delivering cost-effective solutions, managing our environmental footprint and providing an exceptional customer experience across the business. Leading with strong ESG practices has been and will continue to be a priority for AltaGas, with ESG oversight ultimately a Board responsibility.

The Board's four standing committees support the Board in providing oversight over ESG priorities and risks, with each committee providing oversight for ESG strategies and related risks within its functional area of expertise and mandate.



Board and Committee Meetings

The members of the Board and its committees are dedicated to committing the time it takes to ensure the Board fulfills its mandate, including when situations arise where more stewardship and oversight is needed. A typical yearly Board meeting schedule for AltaGas would include six meetings. One meeting is held each quarter primarily to review financial results and disclosure, business updates, including progression toward strategic objectives, and committee reports. The Board also holds additional meetings to review the five-year strategic plan and approve the annual plan and capital budget. Each committee meets at least four times per year.

Meeting Attendance and Committee Membership

AltaGas' directors have always displayed their dedication and commitment through their high level of participation and attendance. Directors may participate in meetings in person, by teleconference or virtually, and may participate as observers in committee meetings for which they are not a member.

The table below sets out each director's meeting attendance record in 2023 and the composition of the committees on the Record Date. Attendance has only been recorded in the table for those meetings during the period a director served as a director or as a member of any committee and does not include attendance as an observer. For details of how the independence determinations were made, refer to the disclosure under "Board Composition Considerations – Independence".

Director / Nominee	Board Meeting Attendance		Committee Meeting Attendance				Committee Membership as of Record Date			
	Regular	Ad hoc	Audit	EHS	Gov	HRC	Audit	EHS	Gov	HRC
Independent										
Victoria Calvert	6/6	1/1			9/9	9/9			✓	✓
David Cornhill ⁽¹⁾	6/6	1/1		4/5				✓		
Jon-Al Duplantier ⁽¹⁾	6/6	1/1			8/9	9/9			✓	✓
Robert Hodgins	6/6	1/1	4/4		9/9		✓		✓	
Cynthia Johnston	6/6	1/1	4/4	5/5			✓	C		
Pentti Karkkainen	6/6	1/1								
Phillip Knoll	6/6	1/1		5/5	9/9			✓	C	
Angela Lekatsas ⁽²⁾	3/3	0/0	1/1				✓			
Linda Sullivan	6/6	1/1	4/4			8/9	C			✓
Nancy Tower	6/6	1/1	4/4			9/9	✓			C
Non-Independent										
Vern Yu ⁽³⁾	4/4	0/0								
Randall Crawford ⁽³⁾	2/2	1/1								

Notes:

- (1) Directors attended all regularly scheduled meetings in 2023. Additional ad hoc meetings were called for EHS, HRC and Governance. Mr. Cornhill and Mr. Duplantier each missed one unscheduled (ad hoc) committee meeting called on short notice due to a scheduling conflict that existed prior to the meeting being called.
- (2) Ms. Lekatsas was appointed to the Board and Audit Committee effective September 1, 2023. She will assume the role of Audit Committee chair from Ms. Sullivan and will also join the HRC Committee.
- (3) Mr. Yu, as AltaGas' current CEO, and Mr. Crawford, as AltaGas' former CEO, are both deemed to be in a material relationship with AltaGas under NI 52-110 and therefore not independent. Their attendance relates only to the period each served as CEO in 2023. Mr. Yu assumed the role July 1, 2023 with Mr. Crawford's last day on June 30, 2023.

As members of the ad hoc Transition Committee, Mr. Karkkainen, Mr. Hodgins, Ms. Tower and Mr. Knoll also attended a number of meetings to discuss CEO succession, including regular meetings with external advisors to discuss the CEO success profile and progress on the search process, and to evaluate the internal and external candidates, as well as proposed compensation. Refer to "Board Responsibilities – Succession Planning" for more information. This committee was wound-up shortly after announcing the appointment of Mr. Yu as AltaGas' new CEO.

Committee Reports

The following reports from each committee contain details on committee membership, number of meetings, key responsibilities and key highlights from 2023. The mandates for each committee are posted on AltaGas' website at www.altagas.ca.

Audit Committee	
Members & Meetings	<p>Linda Sullivan (Chair), Robert Hodgins, Cynthia Johnston, Angela Lekatsas and Nancy Tower</p> <p>All members of the Audit Committee are independent, financially literate and have accounting or related financial expertise based on the criteria set forth in NI 52-110 and qualify as "audit committee financial experts" as defined by the applicable rules of the United States Securities and Exchange Commission, including four members with financial designations. Ms. Lekatsas joined the Audit Committee on September 1, 2023. The Audit Committee and the Board consider the independence and financial literacy of its members and qualification of the chair as an "audit committee financial expert" annually.</p> <p>The Audit Committee met four times in 2023.</p>
Mandate	<p>Oversight and reporting to the Board on financial reporting and enterprise risk, including:</p> <ul style="list-style-type: none">• ERM framework (see "Board Responsibilities – Risk Management")• financial reporting, disclosure controls and procedures• internal controls over financial reporting• whistleblower and other complaints related to financial matters, including in relation to COBE compliance, disclosure controls, internal controls, accounting and audit related matters• audit plans and external and internal auditors' qualifications, independence and performance• asset retirement obligations• insurance programs, including cyber insurance• material litigation, claims and contingencies• pension and benefit plan funding related matters
2023 Highlights	<ul style="list-style-type: none">• evaluated auditor independence and performance and recommended appointment of auditor• recommended for approval annual and quarterly financial statements and MD&A, and related financial note disclosure• ERM review, with at least quarterly reporting on risks and mitigations, including with respect to data security, cyber and information technology risk and fraud risk• reviewed reports from external and internal auditors on internal controls over financial reporting and changes in the control environment resulting from remote work• reviewed COBE key supporting policies related to matters within its mandate• reviewed material litigation, claims and contingencies• reviewed commodity risk policies and procedures and commodity price and counterparty risk• reviewed financial calculations related to incentive plans• reviewed auditor's reports and pre-approved all audit and non-audit services and fees (see "Matters to be Considered at the Meeting – Appointment of Auditors")

For more information relating to the background of the Audit Committee members, see "Director Nominees" as well as AltaGas' Annual Information Form for the year ended December 31, 2023 under the heading "General – Audit Committee", which can be found on our website at www.altagas.ca and under the company's profile on SEDAR+ at www.sedarplus.ca.

Environment, Health and Safety Committee

Members & Meetings	<p>Cynthia Johnston (Chair), David Cornhill and Phillip Knoll</p> <p>All members of the EHS Committee are independent in accordance with NI 52-110.</p> <p>The EHS Committee met five times in 2023.</p>
Mandate	<p>Oversight and reporting to the Board on environment, health and safety matters, including:</p> <ul style="list-style-type: none"> ▪ environment, health and safety strategies, including the setting of key performance indicators and goals to measure performance and the implementation of improvement plans ▪ environment, health and safety risks, including climate change related risks and risk mitigation strategies (see “Board Responsibilities – Risk Management”) ▪ review of policies, procedures and management systems ▪ performance in relation to environment, health and safety key performance indicators, including monitoring spills, releases and emissions ▪ incidents in relation to the company’s assets and operations involving personnel or public safety ▪ outcomes of environmental, health and safety audits ▪ state of readiness to respond to critical incidents and emergency response preparedness ▪ processes for compliance with laws and regulations and conformance with industry standards and best practices and potential impact of proposed changes
2023 Highlights	<ul style="list-style-type: none"> ▪ focus on health and safety of workforce, including personal safety on site and wellness initiatives ▪ oversight of setting and measuring progress against emissions reduction and safety goals and initiatives to support achievement ▪ received updates on performance of business units against key performance indicators ▪ reviewed environment, health and safety information contained in public disclosure, including the Annual Information Form and ESG Update (see also, “Board Responsibilities – ESG Oversight”) ▪ critical incident risk management and physical security of critical infrastructure, including a number of tabletop exercises, some conducted jointly with IT to test cybersecurity response ▪ focus on emergency preparedness, including response to wildfires in Alberta and B.C. ▪ reviewed organization-wide policies and programs within its mandate ▪ engaged with front-line employees through employee participation at EHS Committee meetings ▪ attended sites in D.C. area and Alberta to meet with employees and discuss operations and safety

Governance Committee

Members & Meetings	<p>Phillip Knoll (Chair), Victoria Calvert, Jon-AI Duplantier and Robert Hodgins</p> <p>All members of the Governance Committee are independent in accordance with NI 52-110.</p> <p>The Governance Committee met nine times in 2023. Additional meetings related primarily to succession and director recruitment.</p>
Mandate	<p>Oversight and reporting to the Board on corporate governance and corporate social responsibility matters, including:</p> <ul style="list-style-type: none"> ▪ corporate governance and corporate social responsibility risks (see “Board Responsibilities – Risk Management”) ▪ corporate governance framework, including COBE compliance and training ▪ succession planning for Board and its committees and director recruitment ▪ director compensation and equity ownership requirements ▪ stakeholder engagement (see also, “Board Responsibilities – ESG Oversight”) ▪ community engagement and charitable giving
2023 Highlights	<ul style="list-style-type: none"> ▪ focus on succession planning for Board and committees, including appointment of a new director ▪ assessed director performance and the Board’s effectiveness and recommended action plans, including in relation to recruitment and committee rotation ▪ focus on director onboarding and education ▪ oversight of continuous disclosure obligations, including review of the 2023 ESG Report (see also, “Board Responsibilities – ESG Oversight”) and this Circular ▪ assessed performance against Board diversity goals ▪ updated mandates and other key governance documents ▪ reviewed and considered voting results from last annual meeting ▪ received updates on stakeholder relations, including relations with Indigenous partners, governments and other regulatory bodies

Human Resources and Compensation Committee

Members & Meetings	<p>Nancy Tower (Chair), Victoria Calvert, Jon-AI Duplantier and Linda Sullivan</p> <p>All members of the HRC Committee are independent in accordance with NI 52-110.</p> <p>Through their past experience in senior leadership roles, and their service on other human resources and compensation committees, each member has obtained direct experience relevant to executive compensation and the skills and experience that enable the HRC Committee to develop and make recommendations on the suitability of AltaGas' compensation policies and practices. Refer to their biographies under "Director Nominees" for further details.</p> <p>No member of the HRC Committee is an executive officer of AltaGas or former officer or employee of AltaGas or any of its subsidiaries, or had or has any relationship that requires disclosure under the headings "Other Information - Indebtedness of Directors and Executive Officers" or "Other Information - Interest of Informed Persons in Material Transactions" in the Circular.</p> <p>The HRC Committee met nine times in 2023. Additional meetings related primarily to CEO succession related matters.</p>
Mandate	<p>Oversight and reporting to the Board on compensation and other matters, including:</p> <ul style="list-style-type: none">• compensation and human capital management risk (see "Board Responsibilities – Risk Management")• evaluation of performance and objective setting for the CEO• performance of other executives• compensation and incentives for executive officers• officer equity ownership requirements• succession planning for executives and senior leadership• employee engagement, diversity and inclusion, talent development and recruitment• pension and benefit program design
2023 Highlights	<ul style="list-style-type: none">• oversight of annual executive and leadership succession planning outcomes• focused on CEO succession and onboarding initiatives• monitored performance against compensation programs and awards, including approving value driver scorecard results underlying the short-term compensation program• reviewed the compensation framework and executive compensation benchmarking completed by management's independent consultant• reviewed and approved new 2024 short-term incentive plan, with goal to better motivate and align employees to drive performance• reviewed and approved new PU measures for the 2024 long-term incentive grants to include an ESG modifier related to progressing AltaGas' diversity and inclusion goals• reviewed executive and senior leadership succession plans, including plans to increase capabilities in key areas of the business to ensure strategy execution success• focused on culture initiatives, including updating AltaGas' core values

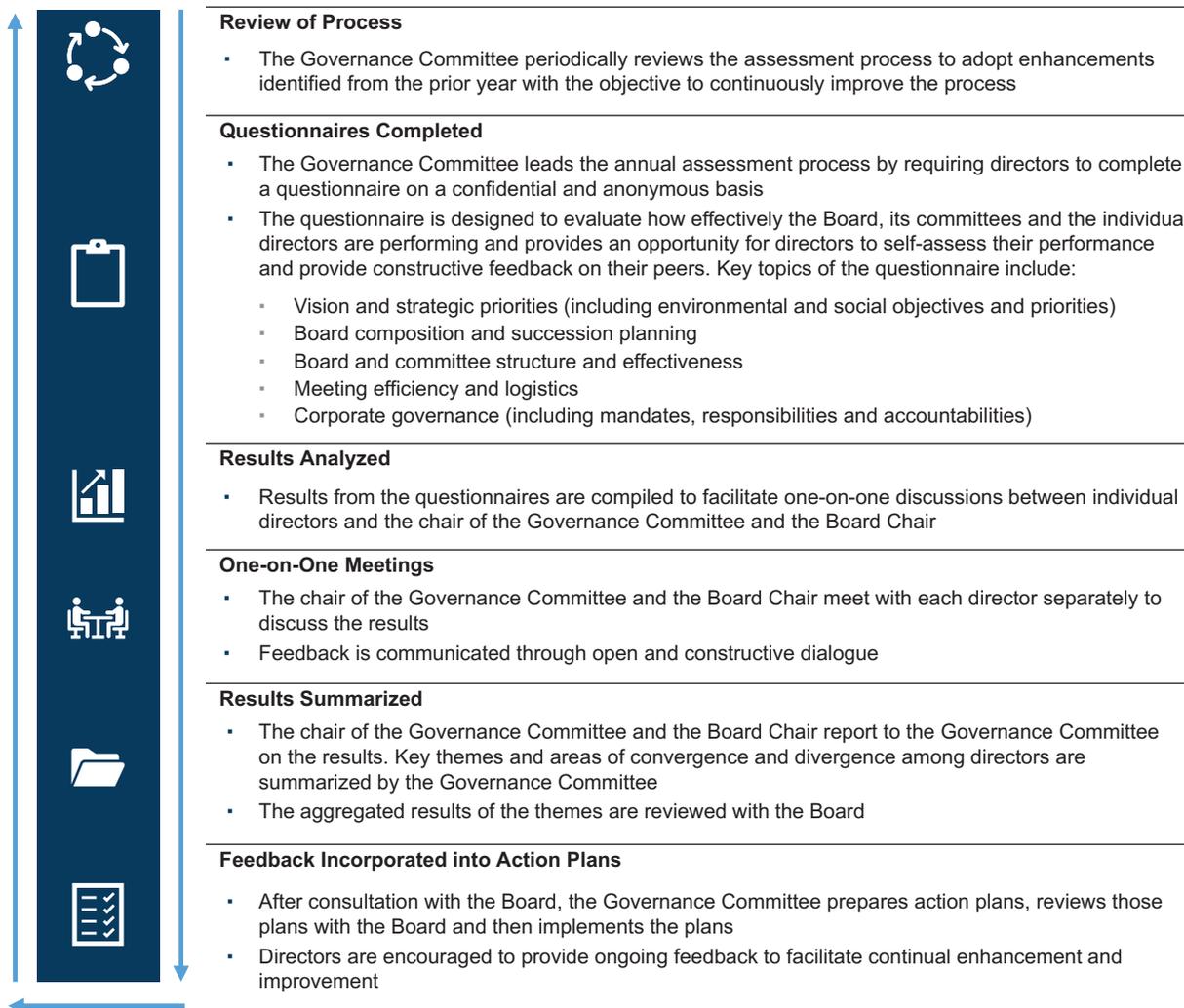
See "Compensation Discussion and Analysis" for further details on the HRC Committee's role in compensation governance.

Board Composition Considerations

The Board believes that evolution of the Board profile is an essential part of the Board's progression that must be pursued in an orderly fashion to balance fresh perspectives with the benefit of maintaining continuity and institutional memory. The Board annually considers its effectiveness and strategies for ensuring optimal Board performance.

Performance Assessment

Performance assessments are a useful tool for the Board to measure current Board effectiveness and to identify opportunities for improvement. The Governance Committee leads the annual assessment process, including engaging with directors and analyzing and summarizing feedback received from the directors. From time to time, the Governance Committee engages a third party to assist with this process. The Governance Committee reports the results to the Board and identifies areas for improvement and, in consultation with the Board, develops action plans. Below are the highlights of the annual process.



Board Size

A key factor in determining the optimal board size is to ensure that the Board has the appropriate mix of skills, expertise and experience for sufficient oversight and to provide the proper direction. In determining the optimal size, the Board considers the scope and complexity of the business, the number of independent directors, the time commitment and capacity to serve on committees and balances that with a size that facilitates thoughtful deliberation and full participation among its members. The Board believes that between nine and 12 directors are sufficient to meet the above requirements.

Independence

As independent decision-making is essential for sound governance, the Governance Committee re-evaluates the independence of directors as part of the annual assessment process and when considering committee rotation. The Board determines the independence of all directors with reference to the requirements for independence set forth in NI 52-110.

A director is considered to be independent if that director has no direct or indirect material relationship with AltaGas. As part of its evaluation, the Board considers whether or not a director has a material relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member's independent judgement. In making its determinations on whether or not the Board reasonably believes a material relationship exists, the Board considers, among other things, the responses received from the detailed annual independence questionnaires completed by directors and the results of the Board performance assessments. The questionnaires request information on a director's relationship with AltaGas and its affiliates and subsidiaries, including business relationships, as well as other board and not-for-profit directorships, familial and other relationships.

The Chair of the Board is appointed by the Board and serves in a non-executive capacity. The Board has determined that nine of its 10 director nominees, are independent. As CEO, Mr. Yu is deemed to be in a material relationship with AltaGas and is therefore not independent. Mr. Cornhill retired as CEO more than five years ago and is not deemed to be in a material relationship with AltaGas. In assessing independence, the Board also considers tenure. While both Mr. Cornhill and Mr. Hodgins have been directors for over 10 years, they satisfy the independence tests under securities laws. AltaGas has undergone a significant transformation since 2018, both in terms of business composition and leadership. The Board values the institutional knowledge longer serving directors bring to balance the perspectives of those appointed within the past five years.

Any director with a material interest in a transaction or agreement being considered by the Board is required to declare such conflict and abstain from voting with respect to such transaction or agreement in accordance with the requirements of the CBCA. For details of AltaGas' policies regarding conflicts of interest, refer to "Code of Business Ethics".

In Camera Meetings

Promoting and facilitating opportunities for further open and transparent discussion is an important aspect of enhancing Board effectiveness. Board and committee meetings are scheduled with time allotted for *in camera* sessions, where the independent directors have the opportunity to discuss matters in the absence of management. Directors take advantage of those opportunities and, in 2023, *in camera* sessions were held at every Board and committee meeting.

Interlocking Service and Over-Boarding

The Board considers the avoidance of interlocking relationships a good governance practice as such relationships could impact independence. An interlock occurs when two or more directors are also fellow board members of another public or private company. As part of the governance guidelines adopted by the Board, the Governance Committee considers any material relationships which may impact independence, including potential interlocking relationships, when proposing nominees and recruiting new candidates.

While the Board has not imposed limits with respect to the number of other boards a director may serve, the Board expects each director to devote sufficient time to the oversight of the business and affairs of AltaGas, and in this respect, considers the number of other public company boards upon which a director sits.

Prior to joining any new board of directors, a director provides details to the Governance Committee for consideration. The Governance Committee takes into account all relevant factors, including any relationships that could impact independence or result in a potential conflict of interest. As of the Record Date, none of the directors serve together on another public or private board and no director is considered to be over-boarded.

Tenure and Retirement Policy

To support Board renewal and orderly transition, the Board has adopted policies on retirement and tenure. Pursuant to the Board's policy on retirement, current directors will not stand for re-election after they have reached age 75. With respect to term limits, directors will not be nominated for re-election at the fifteenth, or any subsequent, annual meeting of Shareholders following the date such director was first elected or appointed. For the two directors in place when the term limit policy was adopted in 2015, tenure is calculated using 2015 as their date of appointment. Policies on retirement and tenure do not replace the annual performance assessment process.

Board Diversity Policy

The Board is committed to diversity among its members and seeks qualified candidates who are diverse in professional experience, skills and functional expertise, knowledge, personal competencies and qualities and diverse with respect to other attributes, including gender, age, race, ethnicity, sexual orientation, education, and geographic location.

The Board first implemented a formal policy on Board diversity in 2017. In 2018, the policy was updated to adopt an aspirational target of 30% female representation on its Board by 2022, which the Board exceeded in 2020. Striving for a Board profile that is well balanced and representative of diverse experiences and characteristics, the Board Diversity Policy is designed to consider diversity broadly with flexibility to set aspirational targets for other diverse representation. The Board continued to increase the diverse representation of its membership consistent with its policy, achieving 45% gender and ethnic/racial diversity in 2021. The Board updated its diversity goal late in 2021 to achieve 50% gender and ethnic/racial diversity on the Board by 2025 (while maintaining at least 30% female representation). The Board exceeded this goal in 2023. The Board assesses its diversity goals, including performance against its goals and implementation of new goals, on an annual basis as part of its succession planning. See “Environmental and Social Matters - Diversity and Inclusion and Employee Engagement” for the diversity disclosure required by the CBCA.

The Board members are also diverse in age, tenure and geography, enhancing the diversity of perspectives.

The following table sets forth some of the diversity attributes of our director nominees.

	Victoria Calvert	David Cornhill	Jon-Al Duplantier	Robert Hodgins	Cynthia Johnston	Pennti Karkkainen	Phillip Knoll	Angela Lekatsas	Nancy Tower	Vern Yu
Tenure	<5		✓					✓	✓	✓
	5-10	✓			✓	✓	✓			
	>10		✓	✓						
Age	<60		✓							✓
	60-65				✓			✓	✓	
	>65	✓	✓		✓	✓	✓			
Gender	Female	✓			✓			✓	✓	
	Male		✓	✓	✓	✓	✓			✓
Ethnic/Racial Diversity			✓							✓

Areas of Expertise and Director Skills Matrix

The Board maintains a matrix of the skills and competencies that it views as necessary to oversee AltaGas’ business and strategic objectives and to effectively manage risk. The matrix is reviewed annually by the Governance Committee and continually evolves to ensure it is reflective of changes in our business strategy and ESG priorities.

The Governance Committee uses the matrix and the performance assessments completed by directors to evaluate the skills and competencies represented by the existing Board profile and to identify any potential areas for improvement. Such opportunities are then factored into the development of core competencies and attributes for future recruitment efforts and director education. Directors also participate in educational opportunities to advance their knowledge in emerging areas, including such topics as energy transition, cybersecurity, sustainability and climate change. Refer to “Director Orientation, Development and Education” for further information.

The experience and qualifications of the members of the Board, including their knowledge and depth of understanding of their role and AltaGas’ business, contribute to our overall success. The directors complete a detailed matrix which includes a variety of skills and experiences that support each of the headings below, so that within any particular category, the depth of experience can be measured.

The following matrix summarizes the key skills and expertise of the director nominees:

Skills and Competencies	Victoria Calvert	David Cornhill	Jon-Al Duplantier	Robert Hodgins	Cynthia Johnston	Pentti Karkkainen	Phillip Knoll	Angela Lekatsas	Nancy Tower	Vern Yu
CEO or C-suite experience <i>Experience as a senior executive of a public company or major organization</i>		✓	✓	✓	✓	✓	✓	✓	✓	✓
Strategic Planning and Execution <i>Experience driving strategic direction, including growth, integration, or change management, M&A, capital markets or divestitures</i>	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Risk Management <i>Experience with, or understanding of, risk assessment, management and mitigation, including understanding of ERM framework and material risks for the sector</i>	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Governance <i>Experience with, or understanding of, leading governance practices within a public company or other organization, including ethics and compliance programs</i>	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Environment, Health & Safety <i>Experience with, or understanding of, environment, health and safety policies, procedures and compliance and related risks</i>	✓	✓	✓		✓	✓	✓	✓	✓	✓
Financial, Accounting & Audit <i>Experience with, or understanding of, corporate finance and financial accounting, as well as familiarity with financial/accounting controls and reporting standards</i>	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓
Operations – Regulated Utilities <i>COO or senior executive experience leading operations, capital programs, or procurement and supply chain</i>		✓		✓	✓		✓		✓	✓
Operations – Midstream <i>COO or senior executive experience leading operations, capital programs, procurement, supply chain or logistics</i>		✓		✓			✓			✓
Human Capital Management & Compensation <i>Experience with, or understanding of, talent management/retention and succession planning, employee engagement, diversity and inclusion strategies, compensation programs, executive compensation and risk management</i>	✓	✓	✓	✓		✓	✓	✓	✓	✓
Customer and Stakeholder Relations <i>Experience with communications and relationship building, including with shareholders, investors, government, regulators, customers, and communities, including Indigenous communities</i>	✓	✓		✓	✓	✓	✓	✓	✓	✓
Legal/Public Policy/Regulatory <i>Experience with, or understanding of, political and public policy, regulatory policy or rate-making or background in law or policy</i>		✓	✓	✓	✓		✓		✓	✓
Climate Strategy & Sustainability <i>Experience with, or understanding of, climate strategy relevant to the energy industry, including emission reduction strategies, risks and opportunities, emerging low-carbon ecosystem and/or renewable energy technologies</i>	✓	✓		✓	✓		✓		✓	✓
Cybersecurity/IT/Digitization <i>Experience with, or understanding of, cybersecurity, information technology or digitization, including leading or oversight of complex technological systems or cybersecurity related functions, or oversight of related risks</i>	✓			✓	✓			✓	✓	✓
U.S. Experience <i>Experience with, or understanding of, U.S. public companies or U.S. domiciled businesses as a result of being a director or officer of a company operating in or having substantial assets in the U.S.</i>		✓	✓	✓	✓		✓	✓	✓	✓

✓ Financial Designation

Director Selection and Nomination

As discussed under “Board Responsibilities – Succession Planning”, the Board is responsible for Board succession planning. The Governance Committee is responsible for nominating directors as part of the succession planning process. The Board, on the recommendation of the Governance Committee, which is comprised of all independent directors, recommends individuals for appointment to the Board and as nominees to the Board to be elected by Shareholders at annual meetings.

The Board’s goal is to continuously maintain and develop a high performing board with diverse skills and deep expertise while striving for a balance between new viewpoints and institutional continuity. The Governance Committee recognizes the importance of continual review of the Board and committee profiles to keep a current and evolving list of the necessary experience and core competencies for the roles and to identify potential gaps resulting from future retirements. This collected information is used to evaluate potential candidates.

If the Governance Committee identifies a need to recruit, it will consider and revise as appropriate the candidate profiles it has developed of the competencies and attributes that would complement and enhance the Board profile taking into consideration the present and future needs of the company. In developing candidate profiles, the Governance Committee considers several factors including AltaGas’ strategic objectives, the competencies of retiring directors, feedback received through the director performance assessments and Board-led Shareholder engagement, as well as the Board’s diversity goals. Priorities are ranked and search profiles are developed for current recruiting purposes and also to identify potential competencies for future recruitment. Evergreen lists of potential candidates are maintained based on the prioritized lists of experience and attributes for future recruitment purposes.

For director searches, the Governance Committee typically engages an independent third-party recruitment firm. Potential candidates, including those recommended by current directors and on evergreen lists, are evaluated against the current candidate profile and short lists are created from which interviews and meetings are conducted. Following such review, the Governance Committee recommends new candidates for board nomination.

In 2023, the Governance Committee conducted a director search, culminating with the appointment of Angela Lekatsas to the Board effective September 1, 2023. A third-party recruitment firm was engaged to assist in the process. As instructed by the Committee, the candidate pool included a diverse group of individuals that were assessed against the specific profile developed by the Governance Committee, which included among other things, financial expertise and broad public company experience. All members of the Governance Committee, which is comprised of directors who are diverse in terms of tenure, experience and personal characteristics, and the Board Chair, participated in the interview process. The Board, on the recommendation of the Governance Committee, approved Ms. Lekatsas’ appointment to the Board. See “Board Responsibilities – Succession Planning”.

Director Orientation, Development and Education

The Governance Committee is responsible for the development of orientation programs for new directors and for continuing development and education of existing directors.

Orientation

AltaGas’ orientation program includes a combination of one-on-one meetings and written reference material. One-on-one meetings with the CEO, CFO and other executive officers of AltaGas, including division heads, provide incoming directors with an understanding and appreciation for AltaGas’ business operations and strategic objectives. Meetings are also planned with the Board Chair and the chairs of the committees. The reference manual provided to incoming directors assists with the orientation process by providing new directors with key management presentations relating to strategic planning, the annual budget process and capital program, as well as other reference material, including Board and committee mandates, the COBE and its supporting policies, the director expense policy and other useful onboarding information a director may need on joining.

The objective of AltaGas’ orientation program is to offer incoming directors the opportunity to tailor their orientation to meet their specific needs. Feedback from directors is sought during the process and adjustments made along the way in order to offer incoming directors with the training and orientation to best suit their needs.

Development and Continuing Education

We provide continuing education opportunities to all directors and encourage directors to attend external educational programs and events to enhance their skills and to strengthen their understanding and appreciation of our business, the communities in which we operate and governance trends. As an enhancement to the existing education opportunities, AltaGas maintains a corporate Institute of Corporate Directors membership for all of its directors. Directors are also reimbursed for their participation in courses and conferences in accordance with the director expense policy.

Management arranges business-related learning sessions to be presented to the full Board at and between Board meetings on the basis of feedback received from the Board performance assessment. Directors are also provided with reading material from management and from other directors on an ongoing basis on topics relating to AltaGas' business strategy, industry trends and best practices (including in the area of corporate governance).

Through the annual director performance assessment, we collect feedback on our orientation and continuing education programs in an effort to continue the evolution and improvement of such processes.

The following are some of the continuing education topics and events that occurred in 2023:

2023	Topic/Event	Presented / Hosted By	Presented To
Q1	Governance in Uncertain Times	ICD	Calvert
	Navigating Rising Expectations for Canadian Boards (series)	ICD	Johnston
	Learn With Your Peers: 2023 Governance Outlook	NACD	Duplantier
	Navigating Rising Expectations for Canadian Boards (series)	ICD	Johnston
	Climate and Social Oversight: An Integrated Approach to ESG	ICD	Johnston
Q2	Human Resources and Compensation Committee Effectiveness	ICD	Calvert
	Indigenous Culture and Heritage Training	Internal	All Directors
	2023 Annual Investor Relations Conference	Canadian Investor Relations Institute	Karkkainen (invited guest speaker)
	2023 ICD National Director Conference	ICD	Calvert, Tower
	Q2 2023 Energy Accounting, Reporting & Business Update	PWC	Calvert
	Trends and Insights from the 2023 Proxy Season: TSX60 Executive Compensation	Hugessen	Calvert
	Lessons from the 2023 Proxy Season	KPMG	Duplantier
	Strategic Perspectives and Insights for Finance Leaders, Audit Committees and Board	EY	Tower
Q3	Women Energy Directors Network – Diversity, Equality and Inclusion Best Practices; Issues in Succession Planning Risks; Energy Transition: What Directors Need to Know; and Key Strategic Issues Facing Power and Utility Industry	Morgan Stanley	Calvert
	Governance in the Next Age of Uncertainty	ICD	Calvert
	Washington Gas Facility Visits	Washington Gas	All Directors
	Future of Gas Utilities under Deep Decarbonization	McKinsey & Company and Scotiabank	All Directors
	NGL and LPG Outlook	Energy Aspects	All Directors
	The North American NGL Outlook	Wood Mackenzie	All Directors
	WCSB Upstream and Midstream Landscape	RBC Capital Markets	All Directors
Q4	Harmattan Safety Visit	AltaGas	EHS Committee
	The Future of Work - Far Reaching Implications, Challenges & Opportunities for Corporate Governance	ICD	Calvert
	Rethinking the Boardroom	CPA Alberta	Lekatsas
	What Every CFP Should Know About Implementing New ERP	CPA Alberta	Lekatsas
	Navigating AI from the Boardroom	ICD	Lekatsas
	Code of Business Ethics Training & Certification	Internal	All Directors
	A Quantum Leap in Governance	ICD	Johnston
	The Role of Boards in Overseeing Culture	ICD	Lekatsas
	An expert panel on Corporate Governance and Ethical Decision Making	Haskayne School of Business	Hodgins (invited guest speaker)
	2023 A Year in Review	CIBC	Lekatsas
Audit Committee Response to New Cyber Security Developments	EY	Tower	

Environmental and Social Matters

AltaGas' core values provide the foundation for our approach to ESG practices. At AltaGas, we are committed to delivering the critical energy our customers need while maintaining safe, reliable and efficient operations, managing our impact on the environment, including actively working to reduce GHG emissions, investing in our people and communities, building long-term relationships with Indigenous Peoples, local communities, governments and regulatory bodies and ensuring sound leadership and oversight. AltaGas is focused on integrating strong ESG practices into how we conduct our business.

Our 2023 ESG Report includes our 2022 data and progress against our goals, and provides consolidated enterprise-wide environmental and social performance for our ESG priority topics. For further information on Environmental and Social matters, including our ESG policies and practices, please refer to our ESG Report which can be found on our website at www.altagas.ca/responsibility. For more details on our ESG related risks, please refer to our Annual Information Form under the heading "Risk Factors" on SEDAR+ at www.sedarplus.ca.

Safety and Reliability

Safety is our first and most important core value.

Keeping our employees, customers and communities safe while delivering reliable and affordable energy is ingrained in how we approach our work each day. That's why our focus remains on improving personal safety performance and enhancing the safety and reliability of the services we provide.

Our people are an important differentiating factor for our company and key to bringing our strategy to life. We are diligent in reinforcing our culture of safety through regular communication, reporting and training, and employing a mindset of continuous improvement. We recognize that achieving incident-free operations requires us to pursue operational excellence in all that we do. To underpin the importance of safety, each employee and contractor must commit to upholding our EHS Policy and living our core values on the job every day. Our EHS standards and guidelines set expectations and parameters that apply consistently across the organization and provide a framework to reinforce our culture of safety. Our EHS management system provides a transparent framework that can be consistently applied across our operations to drive accountability, operational excellence and manage risk.

To strengthen safe behaviours across our business, we have implemented several programs and initiatives which progress our safety performance, including front-line awareness programs such as Life Saving Rules, SafeStart, Get a Grip and Line of Fire as well as other contractor, customer and public safety programs focused on safety awareness, education and training.

Through process safety, pipeline management systems, and utility asset integrity management practices, we proactively engineer to ensure we can safely operate complex systems. The company's systems are designed with multiple layers of protection against human, manufacturer and environmental factors that could result in a loss of integrity.

AltaGas makes capital investments to enhance the resiliency of its assets, which includes investments to modernize facility and pipeline networks through enhancement and replacement activities.

Safeguarding the company's infrastructure, system availability, digital assets and confidential information is essential to providing safe and reliable delivery of energy each day. AltaGas' cybersecurity program is designed to focus on identification, detection and protection. To assess our defense capabilities, we conduct vulnerability scanning and emergency response simulation exercises to test our response and recovery. Our people are the greatest line of defense against cyber threats. We provide regular cybersecurity training to build capabilities to identify and report potential threats. We have seen the significant contribution training makes to protecting our systems and data. AltaGas works closely with regulators and governments in each of the jurisdictions in which it and its subsidiaries operate to assess and protect its systems and to ensure the company's cybersecurity and data privacy measures are aligned and compliant with applicable rules and regulations. Looking ahead, we are monitoring developments related to cybersecurity, including the safe adoption of Artificial Intelligence (AI) platforms in the workplace.

Our management systems cover all aspects of safety

- Personal safety
- Occupational health
- Industrial hygiene
- Process safety
- Incident management
- Physical security
- Emergency management
- Emergency response

Environmental Commitment and Initiatives

Environmental stewardship is integrated into how we conduct our business. We are focused on operational excellence to manage environmental impacts throughout the lifecycle of our operations while meeting the energy needs of our customers. Guided by our EHS Policy, AltaGas is committed to managing our environmental impacts and enabling a strong environmentally conscious culture. This includes implementing programs to safeguard the environment by proactively identifying and managing risks, using innovative technology, applying lessons learned and following leading practices to continually improve our performance.

Our commitment to environmental stewardship includes:

- Complying with or exceeding applicable laws, regulations and industry standards
- Minimizing our environmental footprint through sustainable design, construction, operating and decommissioning practices and implementing GHG emission reduction goals
- Engaging meaningfully with Indigenous Peoples to understand and address potential impacts to Indigenous rights
- Engaging in practices to conserve resources through safe and efficient management of our operations
- Monitoring our environmental performance through key performance indicators
- Educating and training our workforce in proper environmental stewardship practices

AltaGas' climate strategy is influenced by the climate-related risks and opportunities to our business and focused on reducing GHG emissions within our areas of operation while positioning the business to participate in future global emissions reduction and decarbonization initiatives. We are taking a balanced approach which reflects our mission and responsibility as a critical provider of safe and reliable energy, while recognizing the importance of supporting emissions reductions within our areas of operations as well as through our energy export business. We have taken many purposeful steps over the years to diversify our business and energy offerings and to open the door to new markets for our customers.

Diversity and Inclusion and Employee Engagement

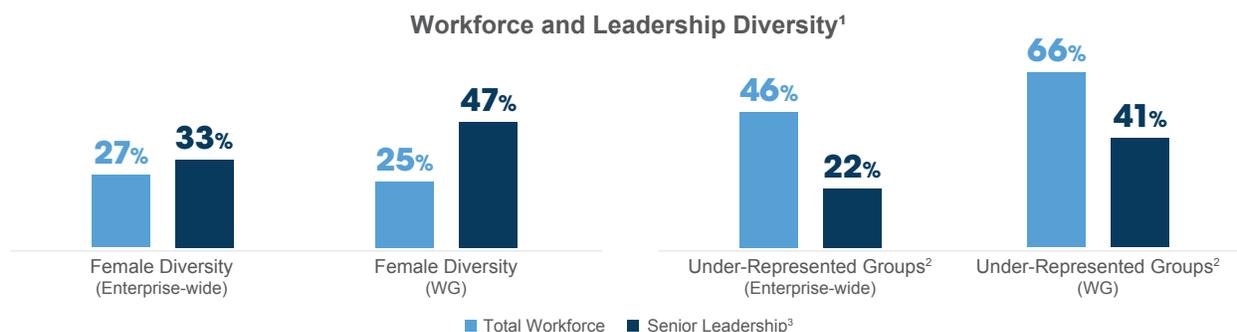
Our employees are critical to our success and key to delivering operational excellence. To facilitate talent attraction and retention, we strive to create a diverse, inclusive and safe workplace, with opportunities for our employees to grow and develop in their careers, supported by market-competitive compensation, benefits and health and wellness programs, and by programs that build connections between our employees and their communities.

AltaGas' core values of "Integrity" and "Inclusion" reinforce principles of fairness and respect, instill trust, empower individuals and enable collaborative and innovative team building. We value the diversity that exists within our workforce and believe that individuals of different backgrounds, views and perspectives, working inclusively, position our teams to deliver more positive and innovative results. These values are reinforced by our Board, CEO and senior leadership and at all levels within our workforce including through employee-led, executive-sponsored employee resource groups ("ERGs") made up of employees who share common interests or life experiences. These ERGs are strategic business resources that support recruitment and retention, provide professional development, mentorship and positively impact our culture and our communities through giving and volunteerism. We currently have the following ERGs:



AltaGas has had a diversity policy for many years pursuant to which we committed to foster a corporate culture that encourages equal opportunities for all employees. This is reflected in our Diversity and Inclusion Policy Statement and supported by our Respectful Workplace Policy. AltaGas also has a Human Rights Policy, guided by the International Bill of Human Rights, which confirms our commitment to maintaining a corporate culture that respects the principles aimed at promoting, protecting and supporting internationally recognized human rights.

We also recognize the importance of our internal diversity reflecting the diversity within the communities we serve. We have taken many steps to expand the dimensions of our diversity at all levels of our organization, including through internal leadership development programs, using diverse candidate slates and interview panels in recruitment and supporting workforce development and training opportunities within local communities. Our initial goals focused on increasing female leadership, however we continue to expand our ambitions for senior leadership to be reflective of the additional dimensions of diversity existing within our broader workforce. We also strive to increase the representation of other under-represented groups, which includes people who identify as racially and ethnically diverse, Indigenous peoples, LGBTQIA2S+, veterans and people with disabilities, at the senior leadership level. We are tracking progress on our efforts, with our current status reflected in the demographics below:



Notes:

- (1) As of December 31, 2023. Figures based on those who have self-identified to date.
- (2) Underrepresented groups includes people who identify as racially and ethnically diverse, Indigenous peoples, LGBTQIA2S+, veterans and people with disabilities.
- (3) Senior leadership includes Vice President and above.

The Board acknowledges that diversity enhances decision-making by embracing the differences in perspective of its members. The Board maintains a diversity policy to ensure a Board profile that is well balanced and representative of diverse experiences and characteristics and is committed to identifying and nominating candidates who are highly qualified and diverse in professional experience, skills and functional expertise, personal competencies and qualities and diverse with respect to other attributes, such as gender, race, ethnicity, sexual orientation, education and geographic location. See “Board Composition Considerations – Board Diversity Policy”.

Over the years, AltaGas has been building upon the aspirational goals it sets. With the initial Board gender target met, a new aspirational goal was introduced to include broader diversity, which was met in 2022. Aspirational goals related to gender diversity were also added for senior leadership, striving for 40% female representation while maintaining at least 40% male representation at the VP and above level, enterprise-wide, by 2030 and more recently the goal to achieve 20% representation from under-represented groups at the VP and above level, enterprise-wide, by 2030.

The Governance Committee considers diversity broadly in its candidate identification and director nomination process as does the HRC Committee when recruiting for executives. When recruiting, these committees ensure that the candidate pool includes diverse individuals.

Diversity on the Board and in Leadership Positions

The CBCA and securities laws require disclosure with respect to “designated groups” as defined under Article 3 of the *Employment Equity Act* (Canada), which includes women, Aboriginal peoples, persons with disabilities and members of visible minorities, who sit on the board of directors or are members of senior management of the issuer and its major subsidiaries. Senior management for purposes of the CBCA is a more narrowly defined pool of individuals than what our aspirational goals are based on. In order to obtain such information, directors and officers were asked to voluntarily self-identify in respect of the following categories to assist us in measuring diversity.

As of March 7, 2024	Number	%	Targets/Aspirational Goals
Women on the Board ⁽¹⁾	5	45%	Increase female and ethnic/racial diversity to 50% by 2025 and maintain at least 30% female representation
Racial/ethnically diverse members on the Board	2	18%	
Indigenous Peoples and Persons with Disabilities on the Board ⁽²⁾	0	0%	No set target but Board considers diversity broadly
Women Executive Officers ⁽³⁾⁽⁴⁾	7	39%	Diversity goals for ‘Executive Officers’ are included in our broader leadership diversity goals for VP and above enterprise-wide
Racial/ ethnically diverse Executive Officers ⁽³⁾⁽⁴⁾	5	28%	
Indigenous Peoples and Persons with Disabilities in Executive Office ⁽³⁾⁽⁵⁾	0	0%	

Notes:

- (1) Each committee of the Board has at least one female member and three of our four committees currently have female chairs. With Ms. Sullivan not standing for re-election, the number of women on the Board will be reduced to four or 40%.
- (2) None of the directors have self-identified as an Indigenous person or as a person with a disability.
- (3) Including AltaGas’ executive team and executive leadership at AltaGas’ major subsidiaries as required by the CBCA. The aspirational goals for gender and under-represented groups apply to a larger pool of individuals than is caught by the definition of senior management for purposes of the CBCA and includes all vice-presidents, senior vice presidents and executives across the organization. Under-represented groups for purposes of our aspirational goal includes people who identify as racial and ethnically diverse, Indigenous Peoples, LGBTQIA2S+, veterans and people with disabilities.
- (4) One of the six members of AltaGas’ executive team is a woman (17%) and one is ethnically/racially diverse (visible minority) (17%). Of the 18 individuals included for purposes of the CBCA definition, three are included in more than one designated group.
- (5) None of the Executive Officers have self-identified as an Indigenous person or as a person with a disability.

Stakeholder Engagement and Community Partnerships

AltaGas operates in many diverse jurisdictions and recognizes that each community has unique needs. This is the foundation from which we engage with our stakeholders.

To meet each community’s individual needs, we strive to build long-term, collaborative relationships that are based on trust and a willingness to listen, learn and adapt. We take an inclusive approach to our Indigenous partnerships and our global customer relationships to ensure we respect traditions, culture and perspectives as we work to ensure mutually beneficial solutions to generate long-term value for all stakeholders. Our Indigenous Engagement Guidelines ensure a consistent approach is applied to engagement practices, areas of focus for economic and social benefit and record-keeping.

Longer-term initiatives include training, employment, contracting, supplier procurement, environmental protection, and community investment. We believe this approach to stakeholder engagement has been key to our success in building world class projects. Ongoing communication with our stakeholders informs our community consultation, strategy development, and risk management activities, and ensures we approach our work in a responsible way to create social value where we operate. We look for many opportunities to engage with our stakeholders and adapt our ways to best meet their needs.

Examples of how we listen and engage include open houses, local and social media outreach, and collaboration with local organizations. For further details, please refer to our ESG Reports, which are available on our website at www.altagas.ca/responsibility.

Stakeholder Engagement Model



Board Shareholder Engagement

In addition to the stakeholder engagement that happens in various ways throughout the year, the Board also engages directly with Shareholders in accordance with the Board Shareholder Engagement Policy adopted in 2020. This policy sets out the Board's approach to Shareholder engagement and the various ways in which interested Shareholders may communicate and engage with the Board. The Board believes that open and constructive dialogue and the exchange of ideas can provide further diversity of thought and improve Board and management effectiveness, ultimately improving overall corporate performance.

Following significant changes to the business in 2018, the Board engaged with Shareholders on a more formal basis for a number of years by initiating direct Shareholder engagement meetings outside the annual meeting to understand and discuss the views of Shareholders on, and update Shareholders on the Board's focus and work in, key governance areas, including succession (Board and executive) and pay-for-performance (executive compensation). More recent engagements focused on ESG priorities and performance, strategic direction and risk oversight. All engagement is conducted in compliance with our Disclosure Policy.

Shareholders who are interested in directly engaging with the Board on governance related matters are encouraged to review the Board Shareholder Engagement Policy, which can be found on AltaGas' website at www.altagas.ca and reach out directly to the Board at:

Pentti Karkkainen
c/o Corporate Secretary
1700, 355 4th Avenue SW
Calgary, Alberta T2P 0J1
Corporate.Secretary@altagas.ca

For all matters that are not governance related, please direct your inquiries to:

AltaGas Ltd.
Investor Relations
1700, 355 4th Avenue SW
Calgary, Alberta T2P 0J1

Telephone: 403-691-7100
Toll-free: 1-877-691-7199
Investor.Relations@altagas.ca

DIRECTOR COMPENSATION

Compensation Philosophy and Approach

AltaGas' objectives with respect to director compensation include:

- Attract and retain highly skilled and experienced individuals to serve as members of the Board
- Competitively compensate directors commensurate with their responsibilities and time commitment
- Align the interests of the directors with those of the Shareholders

AltaGas compensates directors through an annual retainer. To ensure alignment with the Shareholder experience, a large portion of the retainer is comprised of equity regardless of whether a director has met the equity ownership requirements.

Compensation Governance

The Governance Committee, comprised solely of independent directors, is responsible for reviewing and making recommendations to the Board with respect to non-executive director compensation. In completing its review, the Governance Committee considers several factors, including the director compensation programs of its peers and broad market trends. The Governance Committee engages Hugessen Consulting Inc. ("**Hugessen**") to assist with its review process. The Governance Committee completes a thorough review of compensation every two to three years in order to ensure that AltaGas' director compensation program remains competitive, is aligned with market practices and provides fair compensation for directors' time and responsibilities. Changes in compensation are recommended to the Board for approval.

Compensation was updated in 2019 following the 2018 acquisition of Washington Gas, with increases taking into account the expanded scope and complexity of AltaGas' business and significant U.S. footprint and efforts to recruit directors with relevant U.S. experience. Another update to compensation occurred in 2022, including an increase to the equity component of the annual retainer to better align with the market on quantum and equity mix for director compensation. No changes were made to director compensation in 2023.

Compensation Program Elements

AltaGas' director compensation program includes an annual retainer, comprised of cash and equity. No additional meeting attendance fees are paid to directors, however, a travel allowance of \$10,000 per annum was implemented given the increased complexity of travel.

The table below outlines the annual Board and standing committee compensation for non-executive directors for the year ended December 31, 2023.

Role	2023	
	Cash	Equity
Chair	\$175,000	\$250,000
All other non-executive directors	\$100,000	\$150,000
Audit Committee Chair	\$25,000	
Other Committee Chairs	\$20,000	
Committee Members (per committee)	\$10,000	
Travel Allowance	\$10,000	

Director Equity Retainer

Until the equity ownership requirement is met, the equity component of the annual retainer is comprised of DSUs. If a director has satisfied the equity ownership requirement, the director may elect to receive all or a portion of their annual equity retainer in RUs rather than DSUs. Directors may also elect to receive all or a portion of their cash retainer in equity on the same basis.

The equity component is paid quarterly. The number of DSUs or RUs that a director is entitled to receive is equal to the quarterly value of the equity retainer (including the value of any equity elected to be received in lieu of the cash retainer based on director elections) divided by the market price on the grant date, with the market price being the 20-day average closing price of the Shares preceding the grant date.

DSUs are notional shares linked directly to Share price performance that are recorded as cash-based bookkeeping entries. DSUs vest immediately upon grant but can only be redeemed upon the retirement of a director from the Board. DSUs cannot be converted to Shares and do not carry voting rights.

Similar to DSUs, RUs are notional shares linked to Share price performance and are recorded entirely as cash-based bookkeeping entries. RUs granted to directors as part of their annual retainer pay out in cash on the third anniversary of the grant date provided AltaGas pays a dividend in the 12 months prior to the vesting date. RUs continue to vest following the retirement of a director based on prescribed vesting schedules.

Dividend equivalents are credited to a director's account, in the form of additional DSUs or RUs, as applicable, consistent with dividends declared on the Shares. The amount a director receives on redemption of the DSUs or the vesting of the RUs is calculated by multiplying the number of DSUs being redeemed or RUs that have vested (including credited dividend equivalents) by the 20-day average closing price of the Shares preceding the redemption date in the case of DSUs, or preceding the vesting date in the case of RUs, as specified in the relevant plan. DSUs and/or RUs received by directors in lieu of their annual retainer and held by them represent an at-risk investment in AltaGas. The value of DSUs and RUs is based on the value of the Shares, and therefore is not guaranteed.

DSUs are governed by the DSU Plan and RUs are governed by the Phantom Unit Plan. Further details of the DSU Plan and Phantom Unit Plan are provided in "Schedule B".

Other Benefits

In addition to the travel allowance, directors are reimbursed for their out-of-pocket expenses incurred in acting as a director (including expenses to attend meetings in person and reasonable expenses related to director education activities in accordance with the director expense policy), and Canadian directors are entitled to participate in AltaGas' group benefits plan.

Summary Compensation Table for Non-Executive Directors

The following table reflects the compensation paid to each non-executive director of AltaGas during the year ended December 31, 2023. The CEO is not compensated for serving as a director. Details of the CEO's compensation can be found under the heading "Executive Compensation Information".

Name	Annual Board Retainer (\$)		Committee Fees ⁽¹⁾ (\$)		Total Fees in Cash (\$)	Total Fees Earned ⁽²⁾ (\$)	All other Compen- sation ⁽³⁾ (\$)	Total Compen- sation (\$)
	Cash	Equity Value	Chair	Member				
Victoria Calvert	100,000	150,000	–	20,000	120,000	270,000	14,847	284,847
David Cornhill	–	250,000	–	10,000	10,000	260,000	16,949	276,949
Jon-Al Duplantier	100,000	150,000	–	20,000	120,000	270,000	10,000	280,000
Robert Hodgins	100,000	150,000	–	20,000	120,000	270,000	41,930	311,930
Cynthia Johnston	100,000	150,000	20,000	10,000	130,000	280,000	12,347	292,347
Pentti Karkkainen	175,000	250,000	–	–	175,000	425,000	41,930	466,930
Phillip Knoll	100,000	150,000	20,000	10,000	130,000	280,000	41,930	321,930
Angela Lekatsas ⁽⁴⁾	16,576	66,301	–	3,315	19,891	86,192	4,664	90,856
Linda Sullivan	100,000	150,000	25,000	10,000	135,000	285,000	10,000	295,000
Nancy Tower	–	250,000	20,000	10,000	30,000	280,000	42,021	322,021
TOTAL ⁽⁵⁾	791,576	1,716,301	85,000	113,315	989,891	2,706,192	236,618	2,942,810

Notes:

- (1) For details of committee membership, refer to the disclosure under the heading "Corporate Governance – Board and Committee Meetings".
- (2) DSUs and RUs issued as part of the annual retainer are included in Total Fees Earned. DSUs and RUs granted to directors are valued based on the corresponding equity value of the annual retainer. No Options have been granted to non-executive directors since 2013 and non-executive directors do not participate in non-equity incentive plans or have pension benefits.
- (3) Amounts include the value of AltaGas' group health benefits plan, in which the Canadian directors participate, the travel allowance referenced above under "Compensation Program Elements", and in the case of Mr. Karkkainen, Mr. Hodgins, Mr. Knoll and Ms. Tower includes fees for their service on the Transition Committee. Each member received \$27,083 in fees upon dissolution of the committee following the appointment of a CEO. The fee was based on months served and includes service in 2022 and 2023.
- (4) Ms. Lekatsas joined the Board and the Audit Committee effective September 1, 2023.
- (5) AltaGas paid a total of \$2,942,810 to the non-executive directors of AltaGas in 2023 compared to \$2,629,068 in 2022. AltaGas had nine non-executive directors from January to September 1, 2023 and 10 non-executive directors for the balance of the year.

Incentive Plan Awards

Outstanding Share-Based Awards

The following table reflects all Share-based incentive plan awards previously granted to non-executive directors that were outstanding on December 31, 2023. The market or payout value of RUs and DSUs in the table is calculated by multiplying the number of RUs or DSUs by the closing price of the Shares on December 31, 2023 of \$27.82. The directors do not hold any Options.

Name	Share-based Awards			
	Number of RUs that have not vested ⁽¹⁾ (#)	Market or payout value of RUs that have not vested ⁽¹⁾ (\$)	Number of DSUs vested but no paid out ⁽²⁾ (#)	Market or payout value of DSUs vested but not paid out ⁽²⁾ (\$)
Victoria Calvert	16,074	447,179	27,803	773,479
David Cornhill	10,072	280,203	86,038	2,393,577
Jon-Al Duplantier	–	–	15,590	433,714
Robert Hodgins	7,487	208,288	34,559	961,431
Cynthia Johnston	–	–	32,346	899,866
Pentti Karkkainen	–	–	53,007	1,474,655
Phillip Knoll	–	–	65,589	1,824,686
Angela Lekatsas	–	–	2,439	67,853
Linda Sullivan	–	–	25,750	716,365
Nancy Tower	5,035	140,074	38,950	1,083,589

Notes:

- (1) RUs vest on the third anniversary of the grant date. The number represents those RUs and dividend equivalents accumulated thereon that had not vested by December 31, 2023. Ms. Calvert, Mr. Cornhill, Mr. Hodgins and Ms. Tower have all elected to receive a portion of their equity compensation in RUs in one or more years since 2020.
- (2) Amounts represent DSUs and dividend equivalents accumulated thereon.

Incentive Plan Awards – Value Vested or Earned During 2023

The following table reflects the aggregate dollar value on vesting of DSUs and RUs for non-executive directors during the year ended December 31, 2023, as well as details of RU vesting. The directors did not earn any non-equity incentive plan compensation in 2023.

	Share-based awards – Value vested during 2023		RUs vested and paid out during 2023 ⁽³⁾ (#)	Vesting Date	Market Price ⁽⁴⁾ on Vesting Date (\$)
	DSUs ⁽¹⁾ (\$)	RUs ⁽²⁾ (\$)			
Victoria Calvert ⁽⁵⁾	–	–	–	–	–
David Cornhill ⁽⁵⁾	–	–	–	–	–
Jon-Al Duplantier	150,000	–	–	–	–
	75,000	31,540	1,373	25-Mar-23	22.96
Robert Hodgins ⁽⁵⁾	–	21,444	891	25-Jun-23	24.05
	–	23,046	861	25-Sep-23	26.74
	–	20,900	760	21-Dec-23	27.47
Cynthia Johnston	150,000	–	–	–	–
Pentti Karkkainen	250,000	–	–	–	–
Phillip Knoll	150,000	–	–	–	–
Angela Lekatsas	66,301	–	–	–	–
Linda Sullivan	150,000	–	–	–	–
Nancy Tower ⁽⁵⁾	125,000	–	–	–	–

Notes:

- (1) DSUs vest immediately upon grant but are not payable until after a director retires from the Board. The value upon vesting of DSUs for all non-executive directors is equivalent to the value of the equity retainer received by them in DSUs in 2023.
- (2) The vested value of RUs is calculated by multiplying the number of RUs that vested in 2023, including dividend equivalents, by the market price. RUs are paid out on vesting but settlement may be delayed due to dividend timing. See Notes (4) and (5).

- (3) Includes dividend equivalents credited to a director's account in relation to the vested RUs. Dividend equivalents accumulate in the form of additional RUs consistent with dividends declared on the Shares.
- (4) The market price of the Shares for the purpose of calculating amounts payable on the vesting date of the RUs pursuant to the Phantom Unit Plan is the 20-day average closing price of the Shares preceding the vesting date.
- (5) Ms. Calvert, Mr. Cornhill, Mr. Hodgins and Ms. Tower elected to receive some or all of their equity and/or cash retainer as RUs in 2023. Mr. Hodgins was the only director who elected to receive RUs in 2020, which RUs vested in 2023.

Director Equity Ownership Requirement

In recognition of the importance of alignment of financial interests of directors with those of Shareholders, AltaGas requires non-executive directors to achieve an equity ownership level (including Shares, RUs and DSUs) of three times the value of their annual Board retainer (cash and equity) within a five-year period of appointment, with an additional two years to achieve the updated target as a result of the increase to the annual retainer in 2022.

As CEO, Mr. Yu is subject to executive officer ownership requirements, as described under "Executive Compensation Information – Executive Equity Ownership Requirement".

Compliance with the equity ownership requirement is monitored by the Governance Committee. All directors have met the ownership requirement or are on track to do so within the prescribed time. Mr. Duplantier and Ms. Lekatsas were appointed in 2021 and 2023, respectively.

The table below shows the equity holdings of the non-executive directors who were serving on December 31, 2023. The market value of the equity holdings was calculated using the closing price of the Shares on December 31, 2023 of \$27.82. In the event a director does not achieve the target based on market value within the time allotted, the adjusted cost base to directors is also considered.

Name	Number and Market Value of Securities			Aggregate Market Value of Equity Holdings	Minimum Equity Ownership Required	Ownership as a Multiple of Annual Retainer	Ownership Requirement Met or on Track
	Shares	RUs	DSUs				
Victoria Calvert	7,620	16,074	27,803	\$1,432,647	\$750,000	5.73	✓
	\$211,988	\$447,179	\$773,479				
David Cornhill	1,614,873	10,072	86,038	\$47,599,547	\$750,000	190.40	✓
	\$44,925,767	\$280,203	\$2,393,577				
Jon-Al Duplantier	–	–	15,590	\$433,714	\$750,000	1.73	✓
			\$433,714				
Robert Hodgins	16,950	7,487	34,559	\$1,641,269	\$750,000	6.57	✓
	\$471,549	\$208,288	\$961,431				
Cynthia Johnston	6,000	–	32,346	\$1,066,786	\$750,000	4.27	✓
	\$166,920		\$899,866				
Pentti Karkkainen	17,000	–	53,007	\$1,947,595	\$1,275,000	4.58	✓
	\$472,940		\$1,474,655				
Phillip Knoll	22,779	–	65,589	\$2,458,398	\$750,000	9.83	✓
	\$633,712		\$1,824,686				
Angela Lekatsas	3,000	–	2,439	\$151,313	\$750,000	0.61	✓
	\$83,460		\$67,853				
Linda Sullivan	2,500	–	25,750	\$785,915	\$750,000	3.14	✓
	\$69,550		\$716,365				
Nancy Tower	6,538	5,035	38,950	\$1,405,550	\$750,000	5.62	✓
	\$181,887	\$140,074	\$1,083,589				

A LETTER FROM OUR HRC COMMITTEE CHAIR

March 7, 2024

The past year was another active one for AltaGas with many purposeful decisions focused on driving long-term value, including delivering a meaningful total shareholder return (TSR) that was in the 100th percentile of our peer group on a one-year basis, and 85th percentile on a three-year basis. It was a year of executing on our strategic plan, allocating capital focused on long-term enterprise growth, and transitioning to a new President and CEO while ensuring we had the leadership in place to effectively guide the organization for the years ahead.

The HRC Committee is the steward of AltaGas' compensation programs, overseeing all aspects of executive compensation to ensure that results are delivered in alignment with strong corporate governance and prudent risk management. We tie a significant portion of executive pay to the achievement of objectives that drive long-term value for shareholders and are aligned with having a long-term focus on enterprise sustainability. This is why a large proportion of our executive total compensation is at risk and weighted toward long-term incentives (LTI). Our share ownership guidelines and one-year post-retirement hold for the CEO further demonstrate AltaGas' philosophy on the importance of aligning executive and shareholder interests.

On behalf of the Human Resource and Compensation (HRC) Committee and Board, I am pleased to provide highlights of our compensation programs and the decision-making in furtherance of long-term success.

Compensation Philosophy and Programs

AltaGas' compensation philosophy is to offer a competitive compensation program that links executive compensation with company performance and align executive actions with long-term strategy and shareholder interests. AltaGas executive compensation programs for 2023 were consistent with 2022 other than the closure of the defined benefit supplemental executive retirement plan to new participants. For the 2023 short-term incentive (STI) plan, our value drivers (performance objectives) continued to include a combination of strategic, financial, capital and operational efficiency, as well as corporate social responsibility and emerging ecosystem measures. The 2023 executive LTI grants included a mix of Performance Units (70%) and Restricted Units (30%), consistent with the prior year. This aligns with market practice and balances performance and retention. There were no changes to executive short-term or long-term incentive targets and executive salary increases were aligned with market trends and performance over the year.

Leadership Transition

On November 21, 2022, we announced Randy Crawford's intention to retire from his role as President and CEO. The Transition Committee, an ad hoc independent committee of the Board comprised of members of the HRC Committee, the Governance Committee and the Board Chair, together with a leading executive search firm, worked diligently to identify candidates for the role based on the CEO profile developed with input from all members of the Board. After an extensive global search, which included the evaluation of highly qualified internal and external candidates, AltaGas announced the appointment of Vern Yu as President and CEO on May 8, 2023, with a July 1, 2023 effective date, while Randy Crawford remained in place until June 30, 2023.

Mr. Yu is a strong leader, well regarded for his strategic mindset, commercial acumen, and intimate knowledge of the North American energy infrastructure markets. The Board believes Mr. Yu's experience across a wide range of commercial, operational, and financial leadership roles and his strong character aligns closely with those that the Board believes are needed for long-term value creation. Our ability to attract Mr. Yu as AltaGas' new President and CEO speaks to the strength of our business and the growth opportunities we have on the horizon.

CEO compensation was set through active involvement of the HRC and Transition Committee while working closely with external independent advisors. Mr. Yu's total direct compensation, comprised of salary, STI and LTI at target, is approximately \$6.6 million. Together with his retirement benefits (primarily in the form of DSUs), his total annual compensation is approximately \$7.6 million. This aligns with the median of AltaGas' peer group based on an equal weighting of the Canadian and U.S. peer groups, consistent with other corporate executives. Mr. Yu also received a sign-on award of \$5 million consisting of PUs (70%) and RUs (30%) to bridge a portion of the value of unvested equity he forfeited by leaving his previous employer. The PUs vest subject to relative TSR and earnings per share (EPS) performance multipliers. For further details, see the "Summary Compensation Table".

In connection with the CEO transition, a key priority of the HRC Committee and the Board was to enable organizational stability and leadership continuity to ensure the sustained success of the Company. We believe the executive leadership team has the drive, skills and diversity of perspectives to manage the complexity of our business and execute our strategic plan. Their support during the CEO transition was essential to the success of our business. Upon the announcement of Mr. Crawford's retirement in 2022, the Board recommended retention awards. Each

member of the executive leadership team received an RU award in January 2023 with a vesting date in January 2024. Following Mr. Yu's appointment, the Board approved additional retention awards for certain roles to further strengthen retention and business continuity over the next two to three years and address shareholder concerns regarding potential departures due to the appointment of an external candidate. Retention grants to key leaders during a CEO transition is a common market practice as stability and continuity of leadership benefits shareholders. Compensation decisions throughout the transition were informed by external compensation advisors. For further details, see "Long-Term Incentive Program – 2023 Other LTI Grants".

The strong 2023 results during the transition of AltaGas' President and CEO is a testament to the depth of our leadership team and supports the compensation decisions we made during the past year to ensure business continuity and execution of our long-term strategic plan, despite being in a period of large organizational change. We look forward to Vern's leadership over the coming years and the value he will deliver along with our other senior leaders.

2023 Performance Overview

Despite being a year of considerable change, we delivered strong financial results and execution during 2023.

Key highlights include:

- Achieved strong financial results for 2023, with normalized EBITDA in the upper half of AltaGas' guidance range while normalized EPS was slightly below the mid-point of the 2023 guidance range principally due to higher interest costs weighing on strong operating performance across the business
- Announced and closed the acquisition of the Pipestone assets and declared a positive final investment decision on the Pipestone Phase II with 100 percent of the capacity contracted under long-term take-or-pay agreements, strengthening our Midstream value chain
- Executed definitive agreements for the Ridley Island Energy Export Facility project, commenced work to refine costs to advance final investment decision and progressed agreements for long-term supply to underpin LPG export expansion project
- Enhanced value chain resiliency, including through reductions in rail rates and integrated planning initiatives, and continued to de-risk the platform through longer contract terms and hedging strategies
- Closed the divestiture of its Alaskan utilities with proceeds used to reduce debt while providing AltaGas with the financial flexibility to advance its strong growth opportunities across the platform
- Invested in our Utilities to upgrade critical infrastructure with a focus on improving the safety and reliability of service on behalf of our customers
- Executed a definitive agreement to support a renewable natural gas (RNG) project at the Prince William County Landfill in Virginia, tied in two RNG interconnects in Michigan, and continued to advance the long-term climate goals of the Utilities platform
- Optimized capital structure, including redemption of Series E preferred shares, staggering and extending AltaGas' maturity profile
- Progressed our ESG initiatives and integration within our business strategy, including ongoing efforts to advance sustainability goals in the core areas of emission reductions, safety, and diversity

2023 Compensation Highlights

In determining executive compensation outcomes, the HRC Committee considered performance against the objectives established by the Board.

- Under the STI Plan, executive 2023 STI recommendations were based on (i) meeting the business plan normalized EBITDA target; (ii) meeting set value driver scorecards by division that include 'success' (1x payout) and 'exceeds' measures (up to 2x payout); and (iii) assessment of the executive's performance in meeting the value driver measures. STI multipliers for the executives ranged from 1.0 to 1.25. Further information on the STI Plan and value driver results can be found beginning on page 64.
- In January 2023, the long-term incentives granted in 2020 vested. This included PUs with performance measures based on the compounded average growth rate of normalized Funds from Operations (FFO) per Share and relative TSR performance versus the approved PU peer group. As described further on page 72, AltaGas exceeded its PU objectives over the three-year term which resulted in a multiplier of 2.0x.

Looking Ahead

In 2024, AltaGas continues to focus on progressing its long-term strategy of building a diversified Utilities and Midstream business designed to provide resilient and compounding value for our stakeholders. We are confident our executive compensation programs work effectively to motivate and retain our senior leaders and provide rewards that are aligned with the company's performance and the long-term interests of shareholders. We seek to continually enhance our compensation programs. For 2024, our enhancements include a new STI plan design with the goal to better motivate and align employees to drive performance, along with new updated PUs measures that include an ESG modifier.

The HRC Committee and the Board welcome your review of our compensation programs and results, which are described in more detail in the Compensation Discussion and Analysis section that follows. We encourage you to take part in our "Say-on-Pay" vote and we welcome your questions and feedback, which can be provided directly to the Chair of the HRC Committee or the Chair of the Board via mail to:

Attention: Chair of the HRC Committee

c/o Corporate Secretary
1700, 355 4th Avenue SW
Calgary, Alberta T2P 0J1

or by email to: Corporate.Secretary@altagas.ca

Attention: Chair of the Board of Directors

c/o Corporate Secretary
1700, 355 4th Avenue SW
Calgary, Alberta T2P 0J1

Thank you for your support.



Nancy Tower
Human Resources and Compensation Committee Chair

COMPENSATION DISCUSSION AND ANALYSIS

Compensation Philosophy

The Board believes that attracting, motivating and retaining high performing executives is integral to the long-term success of the company. Through a competitive compensation program that links executive compensation with company performance, we strive to align the actions of our executives with AltaGas' long-term corporate strategy and Shareholder interests. Our compensation program is aimed at fulfilling the following objectives:

- Attract and retain highly qualified and engaged executives and employees
- Align executive and employee interests with those of Shareholders
- Offer competitive base salary compensation at approximately the median of the relevant peer group
- Assuming performance goals are met, recognize and reward executives through pay-for-performance, such that total compensation meets or exceeds the median of the relevant peer group
- Offer equal pay and benefits for work of equal value
- Clear communication of rewards programs

Compensation Governance

AltaGas is committed to upholding the highest standards of corporate governance. The HRC Committee is comprised solely of independent directors, each with direct experience relevant to executive compensation. For further details on the skills and experience that enable the committee to make decisions on the suitability of the company's compensation policies and practices and the responsibilities of the HRC Committee, see "Corporate Governance – Board and Committee Meetings – Committee Reports". The HRC Committee has the authority to engage independent advisors as it deems appropriate.

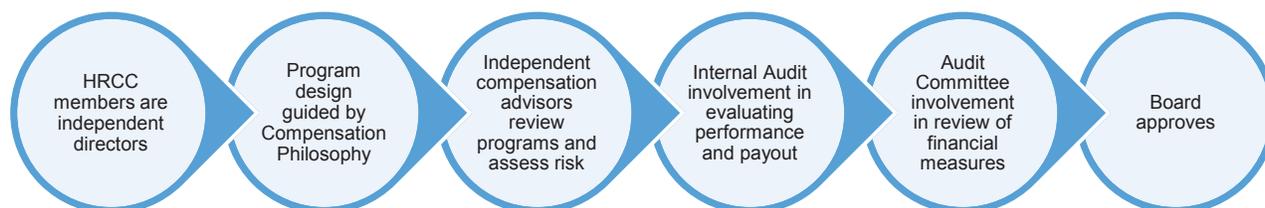
The HRC Committee and the Board review and approve the compensation framework. In addition, the HRC Committee approves and recommends to the Board the target compensation, compensation mix and performance criteria for the executive officers and evaluates the performance of such officers against the targets. The HRC Committee and the Board regularly assess the risks associated with AltaGas' compensation policies and practices. The HRC Committee engages an independent compensation advisor to support these processes. No executives vote on these recommendations or are present at the HRC Committee or Board meetings with respect to compensation matters affecting them.

Our compensation program has been designed to motivate executives to focus on longer term interests and provide the superior returns and social value that Shareholders expect. The Board, through the HRC Committee, routinely assesses compensation programs to ensure such programs do not encourage individuals to take inappropriate risks.

What We Do	What We Don't Do
<ul style="list-style-type: none"> ▪ Link executive pay to company performance through short- and long-term incentive awards ▪ Link executive pay to corporate social responsibility and ESG factors ▪ Weight executive compensation toward “at-risk” elements based on achievement of corporate performance ▪ Benchmark executive compensation and company performance to relevant Canadian and U.S. peer companies ▪ Require executives to meet equity ownership targets and include one year post-retirement hold for CEO ▪ Include compensation clawback provision in executive agreements and long-term incentive grants ▪ Prohibit hedging of ownership in company securities ▪ Ensure that certain financial targets are met prior to funding the short-term incentive plan and cap short-term incentive payouts ▪ Utilize double-trigger change of control provisions in executive agreements and under the LTI Plans, including for grants of PUs, RUs and Options ▪ Provide annual say-on-pay vote for our Shareholders ▪ Retain independent advisor to the HRC Committee that does not provide services to management of AltaGas 	<ul style="list-style-type: none"> ▪ Pay out incentive compensation when performance is below threshold ▪ Utilize single-trigger change of control provisions in LTI grants ▪ Guarantee increases in executive compensation under executive agreements ▪ Reprice, backdate or exchange Options, PUs or RUs ▪ Grant loans to executive officers ▪ Grant Options to non-employee directors

Managing Compensation Risk

The HRC Committee regularly reviews industry trends with respect to risk management and compensation governance to ensure that AltaGas’ compensation programs continue to align with Shareholder interests and do not encourage excessive risk-taking by executive officers.



The policies and practices adopted by AltaGas to mitigate compensation risk include anti-hedging and clawback policies.

Anti-Hedging Policy

AltaGas’ Securities Trading and Reporting Policy provides that no director, officer or employee may purchase “financial instruments” that are designed to hedge or offset, or that may reasonably be expected to have the effect of hedging or offsetting, a decrease in the market value of any AltaGas securities or otherwise take any speculative or derivative positions of any kind which would have or that may reasonably be expected to have such effect. Financial instruments include, but are not limited to, prepaid variable forward contracts, instruments for the short sale or purchase or sale of call or put options, equity swaps, collars, spread bets, contracts for difference or units of exchangeable funds.

Clawback Policy

In the event of a restatement of the financial results of AltaGas for any reason other than a restatement caused by a change in applicable accounting rules or interpretations, the Board may:

- Require that an executive officer return or repay to AltaGas or reimburse AltaGas for all or part of the after-tax portion of any excess compensation that was paid over what should have been paid; and/or
- Cause all or part of any awarded and unpaid or unexercised performance-based compensation (whether vested or unvested) that constitutes excess compensation for an executive to be cancelled.

Risk Assessment

Management engages Mercer (Canada) Limited ("**Mercer**") to complete an annual risk assessment of AltaGas' compensation programs and policies. Mercer reviews the compensation programs individually and holistically to assess any risks inherent in the design or the application of the programs. Following its review in 2023, Mercer concluded that AltaGas' risk mitigation policies were in-line with market best practices and did not identify any material risks arising from AltaGas' current or proposed compensation policies that were reasonably likely to have a material adverse impact on the company.

The risk assessment noted the following practices which mitigate compensation risk:

- Total compensation includes an appropriate balance of plans and performance measures across short- and longer-term timelines
- AltaGas places a significant weighting on "at-risk" compensation relative to peers, weighted toward long-term incentives, to mitigate the risk of encouraging achievement of short-term goals at the expense of long-term sustainability and Shareholder value
- The STI Plan does not put an excessive amount of emphasis on any particular measure and covers a spectrum of operational and financial performance, in addition to strategic and social accomplishments. The use of a normalized EBITDA multiplier (and minimum threshold of 80% for any funding) further aligns payouts with the company's financial well-being
- In the LTI Plans, PU measures used in the determination of vesting payouts include a financial growth measure and a relative TSR measure, each at 50%, which is aligned with market best practice and balances the linkage of payouts between TSR and other drivers of corporate performance
- Incentive plans include caps on incentive payouts consistent with market practice, thereby reducing risk
- Meaningful share ownership requirements are aligned with best practices, including the previously announced phaseout of PUs towards achieving compliance by 2025
- Inclusion of double-trigger provisions in the LTI Plans mitigates the risk arising from a change of control of AltaGas
- A comprehensive compensation clawback policy and anti-hedging policy

Based on the results of the risk assessment and the governance practices in place, the HRC Committee, after consultation with Hugessen, determined that AltaGas' compensation programs and policies were appropriately designed to mitigate risk. The HRC Committee, in consultation with Hugessen, annually reviews these programs and policies and recommends changes when appropriate.

Compensation Consultants and Advisors

AltaGas engages external consultants to provide advice on compensation matters. Management engages Mercer to provide independent advisory services related to compensation matters. The Board and its committees also independently retain external consultants. AltaGas' HRC Committee engaged Hugessen to provide compensation advisory services related to executive compensation matters. The ad hoc Transition Committee also engaged Hugessen to provide advisory services for executive compensation related matters in connection with the CEO succession and transition. Hugessen has provided advisory services to the Board and its committees since 2014. In 2023, this support consisted of:

- Review and discuss executive compensation related matters and market trends, including CEO compensation benchmarking
- Review CEO and other executive compensation recommendations, including compensation mix, peer group weighting and use of executive retention awards during CEO transition
- Review the competitiveness and appropriateness of executive compensation practices and peer groups

In making its decisions, the Board and its committees review the information and advice provided by Hugessen. However, the responsibility for all decisions remains with the Board and its committees.

Independent Compensation Advisors – Annual Spend	2023	2022
Hugessen		
• Executive compensation-related fees (HRC Committee and Transition Committee)	\$258,183	\$379,058
• Director compensation-related fees (Governance Committee)	–	\$38,077

Compensation Benchmarking

On an annual basis, AltaGas' compensation programs are benchmarked against those of comparably-sized organizations with whom AltaGas competes for talent. External compensation consultants compile market benchmark information via compensation surveys and market intelligence which is then provided to the HRC Committee to assist with their review of AltaGas' overall compensation policy and programs. Compensation decisions are supported by the peer benchmarking results as well as other relevant factors, including the executive's role, responsibilities, experience and succession considerations. The final decisions on executive compensation are made by the Board giving consideration to and following a recommendation from the HRC Committee, or in the case of initial compensation for the new CEO, the Transition Committee with the support of the HRC Committee.

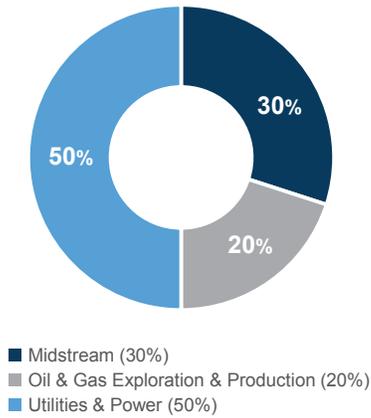
Executive Compensation Peer Group

The HRC Committee annually reviews and recommends to the Board the peer group of companies used to benchmark AltaGas' compensation. This review includes evaluating companies similar in size, scale and industry relative to AltaGas, while also taking into account the companies with which AltaGas directly competes for executive talent. The HRC Committee also considers corporate strategy, business objectives and participation in North American markets when determining the appropriate peer comparators.

AltaGas is a Canadian headquartered company with operations across North America, with a significant U.S. footprint. As a result, the company continues to use both a Canadian and a U.S. peer group for benchmarking executive compensation to reflect the company's competitive market and the need to attract, retain and motivate top executive talent from both Canada and the U.S. Other than the removal of Inter Pipeline Ltd. due to its acquisition, the peer group used for determining compensation in 2023 was unchanged from 2022.

For executive compensation benchmarking, a weighted average of the Canadian and U.S. peer groups is used for each executive. The weighting of the Canadian and U.S. peer groups is reviewed and set annually for each AltaGas executive based on the scope of responsibility and the relevant market for talent.

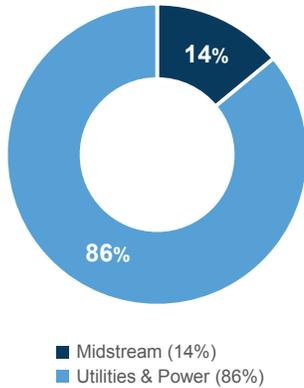
Canadian Compensation Peer Group by Industry



Canadian Peer Group Companies

- Algonquin Power & Utilities Corp.
- ARC Resources Ltd.
- ATCO Ltd.
- Cenovus Energy Inc.
- Emera Incorporated
- Fortis Inc.
- Gibson Energy Inc.
- Keyera Corp.
- Pembina Pipeline Corporation
- TransAlta Corporation

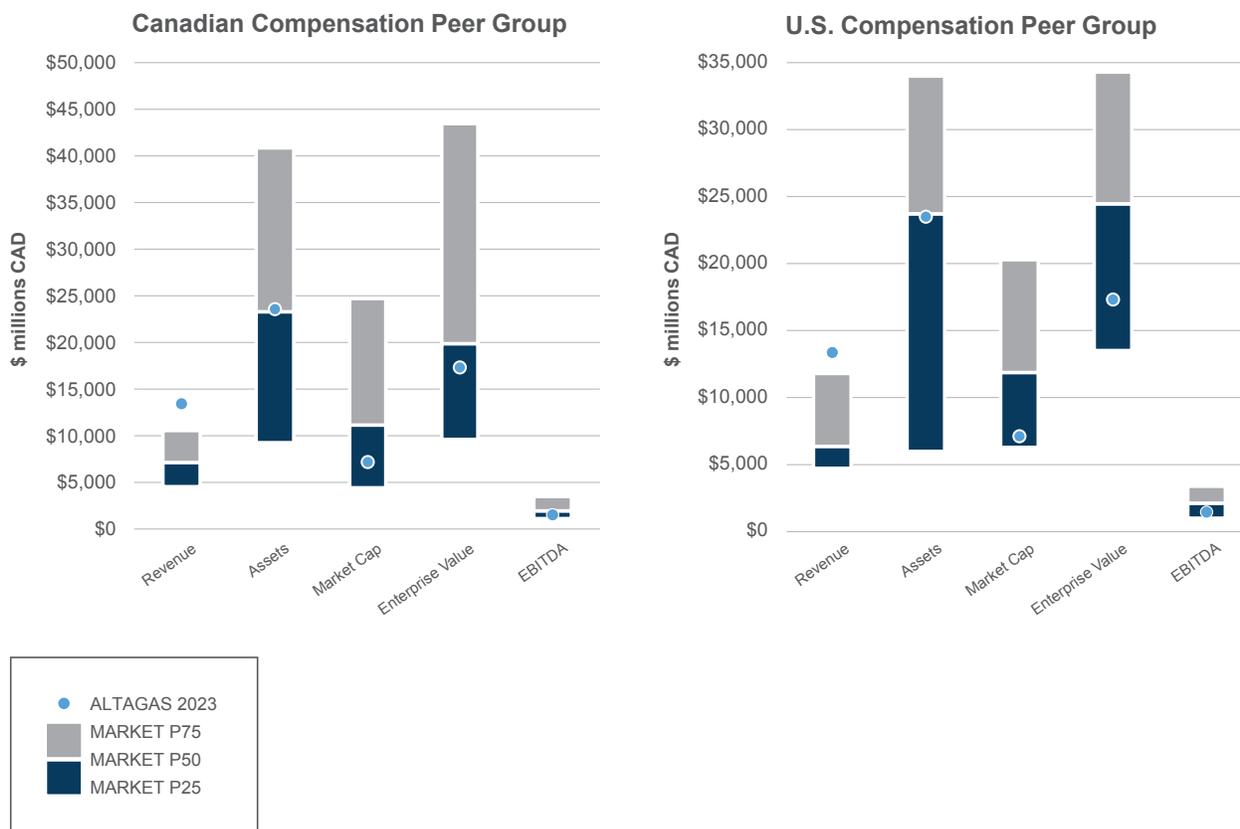
U.S. Compensation Peer Group by Industry



U.S. Peer Group Companies

- Alliant Energy Corporation
- Ameren Corporation
- Atmos Energy Corporation
- Black Hills Corporation
- CenterPoint Energy Inc.
- CMS Energy Corporation
- Enlink Midstream LLC
- New Jersey Resources Corporation
- NiSource Inc.
- Pinnacle West Capital Corporation
- Southwest Gas Holdings Inc.
- Spire Inc.
- Targa Resources Corp.
- UGI Corporation

The following chart demonstrates where AltaGas was positioned compared to the companies in each of the two peer groups based on selected financial metrics when the 2023 peer group was set in late 2022. AltaGas primarily focused on asset value, enterprise value, revenue and market capitalization when determining its peer group. Peer group criteria included companies in midstream, utilities, power and exploration and production businesses, targeted to be in the range of 50% to 200% for revenue and asset value, and 33% to 300% for market capitalization and enterprise value. AltaGas aims to be competitive at approximately the median of the peer group.



Notes:

- (1) Reflects publicly reported data in late 2022, with market capitalization and enterprise value as of October 31, 2022.
- (2) Values for revenue and earnings before interest, taxes, depreciation and amortization ("**EBITDA**") reflect 12-month trailing.
- (3) U.S. data converted at the 5-year exchange rate of 1.298 where applicable.

Compensation Program Elements

AltaGas' total direct target compensation program includes the following components that are discussed in further detail in the sections that follow. In 2022, the executive LTI grant mix shifted from PUs and Options to PUs and RUs with an increased weighting to PUs. The weighting of LTI towards PUs provides the opportunity to recognize executives' contributions when performance criteria are met or exceeded.

	Base Salary	Short-Term Incentives	Long-Term Incentives	
			PU & RU	Options
Purpose	Provide annual compensation and compensate employees for fulfillment of job responsibilities.	Reward achievement of annual value driver objectives.	Align compensation with long-term performance goals, and link executive compensation with long-term Shareholder value creation. Executive compensation is heavily weighted to PUs, directly linking their total direct compensation to company performance.	
Performance Period/expiry	Ongoing	1 year	3 years	6 years
Payment	Ongoing	In March after end of performance period	After end of performance period	After vesting period, on employee exercise
Cash or Shares	Cash	Cash	Cash	Shares from Treasury

Compensation Changes

There were no changes to the compensation program in 2023 from 2022 other than the closure of the defined benefit supplemental executive retirement plan ("**SERP**") to new participants and the introduction of a new defined contribution SERP.

For 2024, the Board, on the recommendation of the HRC Committee, approved certain changes to our compensation programs including:

- Implementation of a new short-term incentive plan with a goal to better motivate and align executives and employees to drive performance by streamlining the scorecards and taking a more formulaic approach
- For LTI grants, a performance modifier of +/- 10% for progress made on AltaGas' 2030 diversity and inclusion goals was added to the PU performance measures

Compensation Recommendations

Compensation recommendations and decisions made by the Board take into account the following:

- Company performance, including corporate strategy execution, performance relative to peers, progress on short- and long-term objectives and the impact of significant company events that occur through the year
- Individual executive performance, experience and level of responsibility
- Peer benchmarking and industry trends for companies and positions of similar scope and responsibility
- Total compensation at risk
- Whether any of the compensation program features are likely to incentivize excessive risk-taking

Named Executive Officers

The Compensation Discussion and Analysis provides compensation disclosure for the named executive officers (“NEOs”), being the CEO, the CFO and the next three most highly compensated executive officers of the company. Compensation disclosure for the former CEO is also included.



Vern Yu, President and Chief Executive Officer

As President and Chief Executive Officer, Mr. Yu leads the development and execution of AltaGas' strategy, oversees operations and manages the business and affairs of AltaGas.

For additional biographical information, see “Director Nominees”.



James Harbilas, Executive Vice President and Chief Financial Officer

In his role as Executive Vice President and Chief Financial Officer, Mr. Harbilas is responsible for the overall financial strategy of AltaGas as well as its risk management, treasury, corporate development, and capital market functions.



Donald (Blue) Jenkins, Executive Vice President and President, Utilities and President, Washington Gas

In his role, Mr. Jenkins provides leadership of the Utilities division, and is responsible for aligning the divisional strategy, advancing customer experience and operational excellence with AltaGas' strategic direction.



Randy Toone, Executive Vice President and President, Midstream

In his role, Mr. Toone provides leadership of the Midstream division, and is responsible for aligning the divisional strategy, commercial and business development, and operational excellence with AltaGas' strategic direction and growth targets.



Corine Bushfield, Executive Vice President and Chief Administrative Officer

In her role as Executive Vice President and Chief Administrative Officer (“CAO”), Ms. Bushfield is responsible for corporate-wide functions including human resources, information technology and supply chain management.

Randall Crawford, former President and Chief Executive Officer

Mr. Crawford served as President and CEO, from December 10, 2018 to June 30, 2023.

2023 NEO Compensation Summary

The 2023 annual compensation recommended by the HRC Committee and approved by the Board for the NEOs is summarized below.

	Annual Base Salary	STI Target (% of Base Salary)	LTI Target (% of Base Salary)	Total Direct Compensation (\$)	Compensation At-Risk
Vern Yu President & CEO	\$1,100,000	100%	400%	\$6,600,000	83%
James Harbilas EVP & CFO	\$560,000	75%	230%	\$2,268,000	75%
Blue Jenkins EVP & President, Utilities	US\$590,000	80%	210%	US\$2,301,000	74%
Randy Toone EVP & President, Midstream	\$510,000	80%	210%	\$1,989,000	74%
Corine Bushfield EVP & CAO	\$500,000	60%	200%	\$1,800,000	72%
Randy Crawford Former President & CEO	US\$953,000	100%	400%	US\$5,718,000	83%

Base salary and incentive targets are set annually in December effective for the coming year. These compensation recommendations are made by the HRC Committee and reviewed with the Board for approval. For executive compensation benchmarking, a weighted average of the Canadian and U.S. peer groups is used. The weighting of the Canadian and U.S. peer groups is reviewed and set annually for each AltaGas executive based on the scope of responsibility and the relevant market for talent. In setting executive compensation, proposed compensation is benchmarked against the peer group market data and factors in both individual and corporate performance.

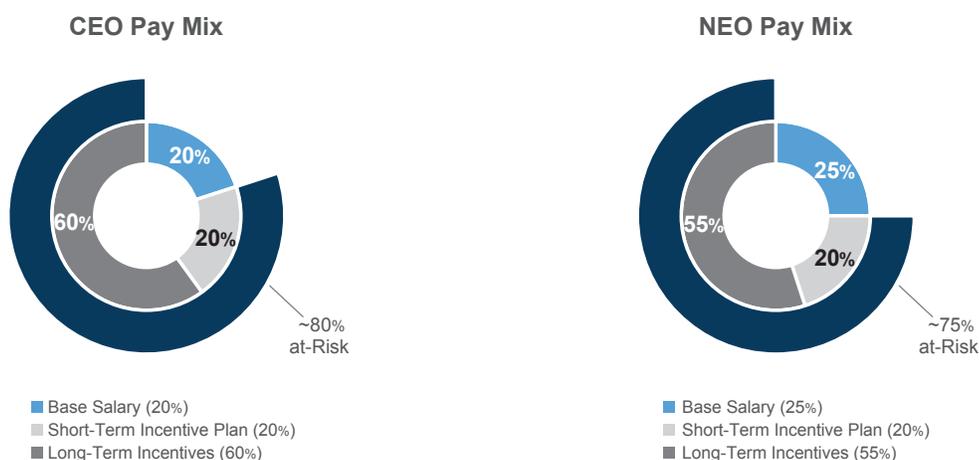
Compensation for 2023 was approved in December 2022 effective January 1, 2023 consistent with our annual cycle timelines. Base salary increases from 2022 were approved for the NEOs taking into account benchmarking for the role and individual performance. Given Mr. Crawford's retirement announcement in November 2022, no changes were made to his target compensation from 2022, and no LTI award was granted to him for 2023. STI and LTI targets for the other NEOs were also unchanged from 2022. Mr. Yu's 2023 annual target compensation was approved in May 2023 in connection with his appointment as President and CEO effective July 1, 2023. Certain roles were re-evaluated following Mr. Yu's appointment, resulting in an adjustment to Mr. Harbilas' annual base salary to \$590,000 effective June 1, 2023. The increase was aligned to market data and desired market positioning.

In addition to annual target compensation above, the NEOs received special awards in 2023 in connection with the CEO transition. Refer to "Long-Term Incentive Program – Other Awards" and "Executive Compensation Information – Summary Compensation Table" for more information.

2023 Target Compensation Mix

AltaGas targets a significant percentage of executive total compensation to be at-risk and weighted toward long-term incentives. This design provides for strong alignment between executive compensation and long-term company performance while discouraging inappropriate short-term risk taking. We strive to align the actions of our executives with AltaGas' long-term corporate strategy and Shareholder interests.

In 2023, AltaGas' targeted compensation mix for executives continued to be as follows:



Peer Group Weighting

For executive compensation benchmarking, a weighted average of the Canadian and U.S. peer groups is used for each executive. The weighting of the Canadian and U.S. peer groups is reviewed and set annually. The weightings reflect the scope of responsibility of the executives which spans two diversified platforms with a significant U.S. footprint. In addition, the relevant market for talent acquisition was considered for each role.

In connection with the CEO search, the HRC Committee reconsidered the peer group weighting for the new CEO taking into account various factors, including the increasing scale of the Midstream business, the pool for talent, weighting applied to other corporate executive officers and peer benchmarking. As a result, the peer group weighting for the CEO role was updated to reduce the weighting of the U.S. peer group from 67% to 50%. No other changes were made to the peer group weightings for 2023.

The application of the peer groups to each NEO is summarized below:

	Canadian Peer Group	U.S. Peer Group
Vern Yu President & CEO	50%	50%
James Harbilas EVP & CFO	50%	50%
Blue Jenkins EVP & President, Utilities	0%	100%
Randy Toone EVP & President, Midstream	67%	33%
Corine Bushfield EVP & CAO	50%	50%
Randall Crawford Former President & CEO	33%	67%

Base Salary

Base salary provides a competitive rate of annual compensation, targeting approximately the 50th percentile of AltaGas' peer groups, while recognizing the executives' skills, competencies and responsibilities.

AltaGas executive salaries are reviewed by the HRC Committee and recommended to the Board for approval.

Short-Term Incentive Plan

AltaGas' STI Plan provides an annual cash performance incentive tied to the achievement of corporate, divisional and individual results. The STI compensation for executives is recommended by the HRC Committee and approved by the Board.

STI Process

The STI process includes the following steps to ensure that compensation determined under the STI Plan aligns with our pay-for-performance philosophy.

 1	Set STI Plan Targets	<p>As part of the annual review of executive compensation, STI targets are set as a percentage of base salary. Set targets are based on review of market and peer group compensation data, compared against the relative responsibilities and level of experience required for the position, as discussed under “Compensation Benchmarking” above.</p> <p>STI targets for executives are approved annually by the HRC Committee and the Board.</p>
 2	Set Performance Criteria at Beginning of Year	<p>The STI pool is determined to be eligible for funding based on the achievement of a set financial performance target. For 2023, the HRC Committee and the Board set the target based on meeting normalized EBITDA from the 2023 business plan.</p> <p>Once the STI pool is determined to be funded, the amount of funding is based on the results of divisional and corporate value drivers (objectives). Value drivers are set annually based on a combination of strategic, financial, capital and operational efficiency, corporate social responsibility and emerging energy ecosystem objectives. The combination and weighting of the set value drivers is dependent on the priorities established for the year. Each value driver has objective measures established for determining success and exceeds ratings. Maximum payout is 2x target.</p> <p>These value drivers are reviewed and approved by the HRC Committee and the Board at the beginning of each year.</p>
 3	Evaluate Performance Results at Year End	<p>In evaluating annual results, the first step is to determine if the set financial performance target is met. If the threshold financial performance target is not met, the STI pool will not fund and no payouts will be made. For 2023, the normalized EBITDA actual results had to meet the threshold of 80% or greater of the financial performance target for the STI pool to be funded, with no STI pool funded if actual results were below 80% of target.</p> <p>The Audit Committee reviews the normalized EBITDA result and approves the funding of the STI pool. Performance below the financial target and above the 80% threshold of normalized EBITDA correspondingly reduces the size of the STI pool. Performance at target fully funds the STI pool. Performance exceeding the financial target does not increase the size of the STI pool.</p> <p>Once the STI pool is funded, the amount of the pool payout is determined based on the achievement of the divisional and corporate value drivers. For each value driver, actual performance results are reviewed and compared to success and exceeds measures approved at the beginning of the year. If the result meets a ‘success’ measure, the payout is 1x. If a result meets an ‘exceeds’ measure, the payout is up to 2x.</p> <p>The weighted average of the total value driver results on each scorecard (0x-2x) multiplied by level of STI pool funding for each division (0x-1x) determines the size of the pool to be distributed to individuals in each division.</p> <p>The value driver results are reviewed and approved by the HRC Committee and the Board.</p>
 4	Determine Individual Awards	<p>After setting the STI pool available for distribution, individual STI awards are determined based on an individual’s achievement and contribution to the value driver results.</p> <p>Individual performance for AltaGas executives is reviewed by the CEO. The CEO considers each executives’ contributions to the achievement of AltaGas’ value driver results and recommends a STI performance multiplier based on their scorecard results to be applied against his/her STI target to the HRC Committee. The HRC Committee reviews the recommendations with the CEO and recommends the final multiplier to the Board for approval.</p> <p>The value drivers and performance results for the CEO are reviewed and recommended by the HRC Committee and approved by the Board based on AltaGas’ corporate performance and achievement of the divisional and corporate value drivers.</p> <p>Individual STI awards can range from 0 - 2.5x the STI target (Executives capped at 2x), subject to the overall maximum STI pool available for allocation. The Board and executive believe that this STI Plan design allows for the ability to recognize and reward superior individual contributions towards the achievement of enterprise-wide results. No STI awards are made to any executive officer who does not meet the targets applicable to them.</p>

Calculation of STI Awards



For 2023, the normalized EBITDA targets for the divisions and corporate were set in December 2022 based on the 2023 business plan. The Audit Committee reviewed the normalized EBITDA calculations. The HRC Committee, based on a recommendation by the Audit Committee, recommended the STI pools be funded for each at or close to 100% based on the normalized EBITDA results by operating segment, which are presented in the annual MD&A. Normalized EBITDA is a non-GAAP measure. See “Advisories – Non-GAAP Measures”.

Value drivers are set based on a combination of strategic, capital and operational efficiency and effectiveness, emerging energy ecosystems and corporate social responsibility objectives. Each value driver had success (1x payout) and exceeds (up to 2x payout) measures approved by the Board at the beginning of the year. The objectives underlying the 2023 value drivers included divisional/business unit operating and financial metric targets, including for example, targets related to customer experience, value chain resiliency, utilization of facilities and scale.

For 2023, corporate social responsibility objectives and emerging energy ecosystems objectives comprise at least 25% of the total drivers for each division. Corporate social responsibility objectives include initiatives related to safety, environment, diversity and inclusion and employee engagement. Emerging ecosystem objectives focus on GHG emission reduction and decarbonization strategies and preparing for the transition to emerging fuels of the future. We continue to integrate our ESG priorities into our business strategy. As an essential service provider, we have a long history of linking our commitment to providing safe and reliable service to our core values as well as to our STI program.

For each value driver, the HRC Committee reviewed the actual performance results compared to success and exceeds measures and the resulting multiplier applied. The total result was then approved by the Board on the recommendation of the HRC Committee.

Specific value driver details included in the scorecards and the success and exceeds measures for each value driver have not been disclosed for competitive reasons. Details of some of the value driver accomplishments are included below. Internal audit participates in the value driver scorecard review process.

2023 Divisional & Corporate STI Results

AltaGas delivered strong financial and operating results in 2023 while advancing its strategic priorities. The value driver scorecard results, with the combination of met (success), not met and exceeds measures resulting in a higher scorecard multiplier for Midstream and Corporate, included some of the following notable accomplishments:

- Achieved normalized EBITDA of \$1.58 billion for 2023, which was slightly above the mid-point of the 2023 guidance range of \$1.5 - \$1.6 billion
- Achieved normalized EPS of \$1.90 for 2023, within AltaGas' 2023 EPS guidance range of \$1.85 - \$2.05
- Provided strong financial results and flexibility to support a 6% dividend increase in 2023, while positioning for continued growth as demonstrated in the 2024 dividend increase of 6% announced in December 2023
- Closed the acquisition of the Pipestone natural gas processing and storage infrastructure assets located in the Alberta Montney from Tidewater Midstream and Infrastructure Ltd. and declared a positive final investment decision (“FID”) on the Pipestone phase II expansion project (“**Pipestone Phase II Project**”) with 100% of the capacity contracted under long-term take-or-pay agreements, strengthening our Midstream value chain
- Entered a five-year transportation agreement with Canadian National Railway Company, which provides AltaGas and its customers with cost and service predictability to support AltaGas' growing LPG exports to Asia, ongoing resource development across Western Canada, and energy security to downstream customers in Asia

- Enhanced value chain resiliency through integrated planning initiatives and continued to de-risk the platform through increased tolling supply volume, longer contract terms and hedging strategies while exceeding budgeted export margins
- Continued to advance key activities on the Ridley Island Energy Export Facility (“REEF”), including work that will further solidify the project’s readiness to reaching FID
- In Midstream, advanced emerging energy ecosystem initiatives, including reduced facility emissions at Harmattan through the acid gas injection project, continued work on the Rolling Hills Carbon Sequestration Hub northwest of Calgary, Alberta and progress on the Pacific Northwest Hydrogen Hub as one of eight projects to successfully receive funding support from the Department of Energy
- Invested in our Utilities to upgrade critical infrastructure with a focus on improving the safety and reliability of service for our customers
- Improved customer service in our Utilities through deploying new web and mobile solutions to enhance self-service options and reduce call volume and wait times
- Executed a definitive agreement with Opal Fuels Inc. to support a RNG project at the Prince William County Landfill in Virginia and tied in two RNG interconnects in Michigan
- Closed the divestiture of its Alaskan utilities with proceeds used to reduce debt while providing AltaGas with the financial flexibility to advance its strong growth opportunities across the platform
- Progressed corporate social responsibility initiatives, including advancing our talent and culture roadmap, reducing overall injury rates and meeting various safety metrics and releasing our 2023 ESG Report

Based on the normalized EBITDA results and the value driver scorecard results, the total STI pools were funded as follows: Utilities at 0.98x, Midstream at 1.35x, and Corporate at 1.11x.

Normalized EBITDA and normalized EPS are non-GAAP measures. See “Advisories – Non-GAAP Measures”. For information on our results and strategic priorities, refer to AltaGas’ MD&A for the year ended December 31, 2023, which can be found on our website at www.altagas.ca and under the company’s profile on SEDAR+ at www.sedarplus.ca.

Determining 2023 Individual Awards

Once the STI pool for the division is funded, such pool is allocated to individuals based on their contributions to the achievement of results. Individual STI awards are determined based on the divisional and corporate STI results along with each executive’s achievement of their set personal value drivers that support driving the divisional and corporate value driver results. The executive’s performance is reviewed on a met (success), not met and exceeds basis for each value driver. The Board and HRC Committee consider the executives’ performance and incremental value added to the overall success achieved by AltaGas when determining STI awards.

Based on each executive’s achievements during the year, including the divisional and corporate STI results and their performance against their set personal value drivers, the President and CEO recommends the STI performance multiplier to be applied against their STI target to the HRC Committee. The HRC Committee recommends, and the Board approves the final multiplier. For 2023, the divisional and corporate STI results and the set personal value driver results were each weighted at 50% for determining the executive’s STI result during the transition to the new STI Plan for 2024. For 2024, the weighting will be based 80% on divisional / corporate STI scorecard results and 20% on individual value driver results.

Based on the CEO’s achievements during the year, including the corporate STI result and his performance against set personal value drivers, the HRC Committee recommends the STI performance multiplier to be applied against his STI target to the Board for approval.

The Board reviewed the achievements of each executive, including the CEO, and determined the multiplier that would be applicable for 2023.

Based on the performance of the executive team in 2023, the STI program paid out at the following amounts to each executive. A listing of each NEO's key 2023 accomplishments follows the table.

Name	Base Salary	STI Target (% of base salary)	STI Target \$	2023 STI Target Multiplier	2023 STI Payment \$	2023 STI Actual (% of base salary)
Vern Yu⁽¹⁾ President & CEO	\$1,100,000	100%	\$1,100,000	1.25	\$1,375,000	118%
James Harbilas⁽²⁾ EVP & CFO	\$590,000	75%	\$442,500	1.23	\$544,275	92%
Blue Jenkins⁽³⁾ EVP & President, Utilities	\$796,323 US\$590,000	80%	\$637,058 US\$472,000	1.00	\$637,058 US\$472,000	80%
Randy Toone EVP & President, Midstream	\$510,000	80%	\$408,000	1.18	\$481,440	94%
Corine Bushfield⁽⁴⁾ EVP & CAO	\$500,000	60%	\$300,000	1.16	\$473,000	95%
Randall Crawford⁽³⁾⁽⁵⁾ President & CEO	\$1,286,264 US\$953,000	100%	\$1,286,264 US\$953,000	1.00	\$1,286,264 US\$953,000	100%

Notes:

- (1) Mr. Yu's STI target is based on annual base salary approved by the Board for 2023 in accordance with the terms of his executive employment agreement.
- (2) Mr. Harbilas' STI target is based on his annual base salary at the end of 2023. The Board approved an increase to his annual salary from \$560,000 to \$590,000 effective June 1, 2023. Refer to "2023 Compensation Summary" for more information.
- (3) Mr. Crawford and Mr. Jenkins received their compensation in U.S. dollars. Compensation values were converted to Canadian dollars using the 2023 annual average exchange rate of \$1.3497.
- (4) Ms. Bushfield's 2023 amount includes a recognition bonus of \$125,000 for her role in supporting the Board and its committees during the CEO transition process and her leadership during such transition.
- (5) Mr. Crawford's STI target was based on his 2023 annual base salary with an agreed upon multiplier of 1.0x.

In determining the STI awards, the Board considered the following accomplishments for each NEO in 2023.

NEO	2023 Key Accomplishments
Vern Yu President & CEO	<ul style="list-style-type: none"> ▪ Advanced strategic plan, focused on growing, de-risking and strengthening the enterprise ▪ Engaged in significant shareholder outreach and successfully executed AltaGas' second Investor Day, communicating strategic initiatives ▪ Led the achievement of 2023 normalized EBITDA of \$1.58 billion and normalized EPS of \$1.90, within guidance ranges ▪ Provided leadership to Midstream team on its initiatives to achieve scale and de-risk the commercial structure with continued focus on safety culture ▪ Provided leadership to the Utilities team on its regulatory and advocacy strategy, with a strong focus on closing the remaining return on equity gap with continued focus on safety culture ▪ Supported implementation of hedging portfolio for commodity exposures and foreign exchange exposures which protected EBITDA ▪ Successfully closed the acquisition of the Pipestone assets and sanctioned Pipestone Phase II Project ▪ Progressed initiatives to enhance culture and create alignment in strategy execution, including advancement of leadership talent development and succession planning ▪ Continued progress on ESG goals, championing the inclusion of a diversity measure in our LTIs (PUs)
James Harbilas EVP & CFO	<ul style="list-style-type: none"> ▪ Led the achievement of 2023 normalized EBITDA of \$1.58 billion and normalized EPS of \$1.90, within guidance ranges ▪ Led the achievement of strong financial results and flexibility to support a 6% dividend increase in 2024, as announced in December 2023 ▪ Engaged in significant shareholder outreach and successfully executed AltaGas' second Investor Day, communicating strategic initiatives ▪ Led the acquisition of the Pipestone assets, including associated funding plan, which closed on December 22, 2023 and, together with the Pipestone Phase II Project, provides AltaGas the ability to further integrate and optimize the west coast LPG export platform ▪ Enhanced risk management strategies, policies and practices, including implementation of robust hedging portfolio for commodity exposures and foreign exchange exposures which protected EBITDA ▪ Optimized capital structure with medium-term note financing and hybrid offerings and redemption of Series E preferred shares, staggering and extending AltaGas' maturity profile
Blue Jenkins EVP & President, Utilities	<ul style="list-style-type: none"> ▪ Achieved normalized EBITDA of \$886 million in the Utilities business, despite rate case delays and warm weather ▪ Invested in our Utilities to upgrade critical infrastructure with a focus on improving the safety and reliability of service for our customers ▪ Led the extension of the accelerated pipeline replacement program in Maryland and D.C., delivering a five-year extension for US\$332 million in Maryland to be invested in accelerated capital to continue upgrading and modernizing infrastructure for the benefit of our customers and successfully filed D.C., Virginia and Maryland rate cases ▪ Improved customer service in our Utilities through deploying new web and mobile solutions to enhance self-service options and reduce call volume and wait times ▪ Progressed Utilities carbon reduction initiatives through continued modernization of pipeline infrastructure and advancing local opportunities, including executing a definitive agreement with Opal Fuels to support a RNG project at the Prince William County Landfill in Virginia and tied in two RNG interconnects in Michigan ▪ Progressed corporate social responsibility initiatives, including improved safety culture, and meeting talent and culture roadmap milestones

Randy Toone EVP & President, Midstream	<ul style="list-style-type: none"> ▪ Achieved normalized EBITDA of \$684 million in the Midstream business, slightly above target ▪ Led the acquisition of the Pipestone assets, including negotiations of commercial contracts underpinning the Pipestone Phase II Project, which acquisition closed on December 22, 2023 and, together with the Pipestone Phase II Project, provides AltaGas the ability to further integrate and optimize the west coast LPG export platform ▪ Executed definitive agreements with Royal Vopak for the REEF project, commenced work to refine costs to advance FID and progressed agreements for long-term supply to underpin LPG export expansion project ▪ Enhanced value chain resiliency, including through reductions in rail rates and integrated planning initiatives and continued to de-risk the platform through increased tolling supply volume and longer contract terms ▪ Entered a five-year transportation agreement with Canadian National Railway Company, which provides AltaGas and its customers with cost and service predictability to support AltaGas' growing LPG exports to Asia, ongoing resource development across Western Canada, and energy security to downstream customers in Asia ▪ Advanced emerging energy ecosystem initiatives, including reduced facility emissions at Harmattan through the acid gas injection project, continued work on the Rolling Hills Carbon Sequestration Hub northwest of Calgary, Alberta and progress on the Pacific Northwest Hydrogen Hub as one of eight projects to successfully receive funding support from the Department of Energy
Corine Bushfield EVP & CAO	<ul style="list-style-type: none"> ▪ Advanced strategy by expanding our key capabilities through the recruitment of experienced talent and promotion and development of internal succession candidates ▪ Supported the CEO transition, including the Transition Committee through the selection process, and the onboarding process ▪ Supported execution of 2023 Digital strategy to foster cyber-safe culture, meeting targets while coming in under budget and led Digital leadership changes to improve execution of business priorities and capture synergies ▪ Advanced supply chain optimization while continuing to support AltaGas' commitment to supplier diversity and focus on major projects ▪ Led workplace strategies initiative to enhance our culture and improve our ways of working, including negotiating the lease to move our Calgary head office by spring of 2025 ▪ Advanced corporate social responsibility initiatives, including launching new core values, championing culture of accountability and the inclusion of a diversity measure in our LTIs (PUs)

Normalized EBITDA and normalized EPS are non-GAAP measures. See "Advisories – Non-GAAP Measures".

Long-Term Incentive Program

AltaGas' LTI program is intended to align executive and Shareholder interests by directly linking a portion of executives' total compensation with long-term Shareholder value. LTI grants are typically awarded on an annual basis, after considering competitive compensation benchmark data, the executive's level of responsibility, sustained performance and need for retention of critical skills. The Board, on the recommendation of the HRC Committee, approves the grants under the LTI program. No Options have been granted since 2021.

	Performance Units (PUs)	Restricted Units (RUs)	Options
Description	Variable cash compensation that rewards employee performance over a 3-year period for the achievement of AltaGas performance targets. Performance below a pre-determined range will result in a zero payout.	Variable cash compensation that rewards employees over a 3-year period for the achievement of AltaGas performance targets. RUs only vest if the company pays a dividend during the vesting period.	Variable equity-based compensation that rewards employees for creating long-term shareholder value. Options to purchase Shares typically vest over 3 years and expire after a period of 6 years. The realizable value is determined based on the increase in Share price.
Vesting	3-year cliff vesting	3-year cliff vesting	1/3 each year for 3 years
Performance period / expiry	3 years		6 years
Payout value	# units (incl dividend accumulations) x Share price x performance multiplier	# units (incl dividend accumulations) x Share price	# units x (Share price less Option grant price)
Performance multiplier	0 - 2x	–	–
Form of payout	Cash		Shares
Timing of payout	Following vesting date		Time of exercise

Additional details of the LTI Plans are included in "Schedule B".

PU Performance Measures

The performance multiplier for PUs is based on performance against specified PU measures. The HRC Committee believes that PU measures should link payments with corporate performance and Shareholder returns. PU measures are 50% based on relative TSR results compared to the PU peer group and 50% based on financial measure results. From 2019 to 2021, the PU financial measure was based 50% on normalized FFO per Share growth. In 2022, the financial measure was updated to be based on normalized EPS growth, reflecting the importance of EPS as a key measure that aligns with Shareholder returns. The PU payout is capped at 2.0x target.

The PU peer group is comprised of utilities and midstream Canadian peer companies, representing the companies that AltaGas directly competes with for market capital. In setting the PU peer group, various factors were considered by management in consultation with Mercer, including business mix and industry. Management's recommendations were considered by the HRC Committee, in consultation with Hugessen. The PU peer group continues to include the following companies: Algonquin Power & Utilities Corp., Enbridge Inc., Emera Incorporated, Fortis Inc., Gibson Energy Inc., Keyera Corp., Pembina Pipeline Corp. and TC Energy Corporation.

2020 Performance Units Vesting in 2023

The PU measures for the 2020 LTI grants vesting in 2023 were based 50% on relative TSR compared to the PU peer group and 50% on the compounded average growth rate (“**CAGR**”) of normalized FFO per Share over the 2019 FFO per Share baseline period. The performance period was January 1, 2020 to December 31, 2022. There were no adjustments to the publicly disclosed information on normalized FFO per Share. The calculations were reviewed and recommended by the Audit Committee to the Board. The TSR calculation was provided by AltaGas’ compensation advisor. Based on results achieved, the PU multiplier of 2.0x was approved by the Board upon the recommendation of the HRC Committee.

Measure	Target	Actual	Multiplier
Normalized FFO per Share CAGR (50%)	5% CAGR	11.4% CAGR	2.0x
TSR (50%)	50th percentile	100th percentile	2.0x
PU Multiplier			2.0x

Normalized FFO per Share is a non-GAAP measure. See “Advisories – Non-GAAP Measures”.

2023 Annual LTI Grants

The LTI grants comprising part of the annual direct compensation to executives in 2023 were heavily weighted in the form of PUs. No Options were granted. Given Mr. Crawford’s planned retirement, no LTI grant was awarded to him in 2023. For details of other LTI grants, refer to the disclosure under “Other LTI Grants in 2023” and “Retirement, Savings and Other Benefits”.

Name	LTI Target		Allocation ⁽¹⁾			
			PUs ⁽²⁾		RUs	
	% of Salary	Grant Value	Units (#)	% of Grant Value	Units (#)	% of Grant Value
Vern Yu ⁽³⁾	400%	\$4,400,000	130,123	70%	55,767	30%
James Harbilas	230%	\$1,288,000	38,090	70%	16,324	30%
Blue Jenkins ⁽⁴⁾	210%	\$1,685,907 US\$1,239,000	49,585	70%	21,368	30%
Randy Toone	210%	\$1,071,000	31,673	70%	13,574	30%
Corine Bushfield	200%	\$1,000,000	29,573	70%	12,674	30%

Notes:

- (1) Number of PUs and RUs granted were determined based on the percentage of total grant value divided by the 20-day average closing price of the Shares preceding the grant date. Mr. Yu’s LTI grant numbers were determined on the same basis.
- (2) The performance measures for the 2023 PUs are set out in the paragraph below this table.
- (3) The terms of Mr. Yu’s PUs and RUs were aligned with the awards granted to other executives for 2023 except that his RUs vest 1/3 per year over three years, which is consistent with new hire grants.
- (4) Mr. Jenkins’ salary is set in U.S. dollars. LTI target grant value was determined in Canadian dollars by using the 20-day average exchange rate of \$1.3607 at the time of grant.

2023 Performance Unit Measures

The PU measures for the 2023 annual LTI grant of PUs vesting in 2026 are based 50% on relative TSR compared to the PU peer group and 50% on the CAGR of normalized EPS over the 2022 EPS baseline period. The performance period is January 1, 2023 to December 31, 2025. The TSR multiplier at target (1.0x) is for relative TSR results equal to the 50th percentile, with a minimum threshold at the 25th percentile (0.5x) and a cap of 2.0x for anything over the 75th percentile. The EPS multiplier at target (1.0x) is for a CAGR of 6%, with a minimum threshold of 2% (0.5x) and cap of 2.0x for performance at or above 10%. Performance will be interpolated between defined levels. The total PU payout continues to be capped at 2.0x target. Normalized EPS is a non-GAAP measure. See “Advisories – Non-GAAP Measures”.

The peer group for measuring relative TSR for the 2023 PU grants is consistent with that approved for the three prior years and was approved by the HRC Committee and Board in December 2022 prior to the January 2023 grant date.

Other LTI Grants in 2023

Mr. Yu received a sign-on award valued at approximately \$5 million consisting of PUs and RUs to partially bridge the value of unvested equity forfeited from his previous employer. A substantial portion of the award (70%) was granted in the form of PUs vesting in January 2026 subject to performance conditions being met. The balance of the award (30%) was granted in the form of RUs which vest 1/3 per year over three years.

In connection with the CEO transition, both during the CEO selection process and after Mr. Yu was appointed, a key priority of the HRC Committee and the Board was to secure organizational stability and leadership continuity to ensure the sustained success of the company. In an effort to mitigate risks associated with the critical transition period, each member of the executive leadership team received a grant of RUs equivalent to 100% of their base salary in January 2023 vesting in 12 months contingent on their ongoing employment.

Following Mr. Yu’s appointment, the Board granted additional awards with extended vesting dates to Mr. Harbilas, Mr. Jenkins and Ms. Bushfield. Mr. Harbilas and Mr. Jenkins each received a grant of RUs valued at approximately 33% of their total direct compensation (\$1 million) in July 2023, with a vesting date in July 2025 to address shareholder concerns over potential departures with the appointment of an external candidate as CEO and ensure continued execution of nearer-term strategic priorities during Mr. Yu’s onboarding. Ms. Bushfield received a grant of RUs valued at approximately 33% of total direct compensation (\$600,000) in October 2023, with a vesting date in October 2026 to ensure stability of the organization through the period of change under new leadership. The number of PUs and RUs granted in July to Mr. Yu, Mr. Harbilas and Mr. Jenkins were determined on the same basis as the awards granted to executives in January. The number of RUs granted to Ms. Bushfield in October 2023 was determined based on the total grant value divided by the 20-day average closing price of the Shares preceding the grant date.

In granting such awards, the HRC Committee and the Board considered a number of factors, including the company’s strategic priorities, the risks associated with the CEO transition, the importance of business continuity, and market practices, along with input from its’ compensation advisors.

The above awards are not part of their regular annual compensation.

Retirement, Savings and Other Benefits

AltaGas provides retirement and other benefits to employees and executives as noted below as part of its total compensation package. AltaGas' retirement and savings framework sets out the governance structure and processes for overseeing the management and administration of company-sponsored plans to ensure they are properly administered. The plans are reviewed regularly to ensure they are appropriately structured to reflect changes in AltaGas' business and the markets within which it competes for talent.

Retirement Plan

DC Pension Plan

Under AltaGas' registered defined contribution pension plan ("**DC Pension Plan**") for its Canadian employees, including executives:

- AltaGas contributes an amount equal to 4% of base salary plus an additional service-related match of optional employee contributions of up to 2% of base salary
- AltaGas' contributions on behalf of employees vest immediately
- Individuals direct the investment of both their own and AltaGas' contributions into one or a combination of target date funds, target risk funds, individual investment funds and/or guaranteed investment certificates

U.S. executives participate in a 401(k) plan. The 401(k) plans are tax-qualified retirement plans in which the U.S. executives participate on the same terms as other participating U.S. employees. Mr. Jenkins also participates in the Washington Gas Defined Contribution Restoration Plan which provides supplemental retirement benefits to employees whose base salary exceeds the limit set forth in Section 401(a)(17) of the U.S. Internal Revenue Code.

Supplemental Executive Retirement Plans

AltaGas provides non-registered plans for executives to supplement their AltaGas registered DC Pension Plan or equivalent U.S. retirement savings plan. Currently, we have two supplemental executive retirement plans (SERP), as follows:

DB SERP (legacy)

The defined benefit SERP ("**DB SERP**") benefit is determined such that the value of each member's total retirement benefit is equal to the value of an annual defined benefit pension of 2% of the member's highest three-year average earnings multiplied by the member's years of pensionable service.

For purposes of determining the total retirement benefit value:

- (i) earnings are defined as the member's base salary plus a portion of his or her target bonus (either 50% or 100%), as determined by the executive's employment agreement and the competitive market for talent;
- (ii) one year of pensionable service is credited for each year of continuing employment service, and in the case of an executive with past employment service, one year of past service recognition is credited;
- (iii) the retirement benefit is a joint life pension with a guarantee that at least five years of payments will be made. If the member was married at retirement, after the death of the member, and the expiration of the five-year guarantee, the pension will be reduced to 60% for the remainder of the spouse's lifetime; and
- (iv) a member with at least five years of pensionable service may retire starting at age 55. The accrued retirement benefit will be reduced by 3% per year for each year that retirement precedes the member's attainment of age 60.

The DB SERP provides the difference between the value of the total retirement benefit determined above, and the deemed value of the member's DC Pension Plan or equivalent employer-sponsored U.S. retirement savings plan. The DB SERP will pay this value to the member in equal payments from the date of the member's retirement to the date the member attains age 70. If the executive is a U.S. taxpayer, the payout of the value will be over a 10-year period, commencing six months after retirement.

The DB SERP has been closed to new participants but includes the executives appointed prior to 2023.

The HRC Committee approved the use of DSUs for Mr. Yu in lieu of pension benefits under the DB SERP. Mr. Yu received an annual grant of DSUs in July equivalent to 80% of his annual base salary.

DSUs are notional shares linked to Share price performance and are recorded as cash-based bookkeeping entries. DSUs vest immediately upon grant but can only be redeemed when the executive ceases to be employed by AltaGas. Dividend equivalents are credited to a participant's account in the form of additional nominal DSUs consistent with dividends declared on the Shares and are paid when the DSUs are redeemed in accordance with the DSU Plan. Further details of the DSU Plan are provided in "Schedule B".

DC SERP

The defined contribution SERP ("**DC SERP**") provides eligible executives with notional defined contribution benefits that cannot be provided within the registered Pension Plan due to limitations imposed under the *Income Tax Act* (Canada).

DC SERP members receive a notional contribution up to 10% of base salary. The notional contributions are calculated each pay and credited to the members' notional accounts established with the DC Pension Plan recordkeeper. Members direct the investment of the notional accounts into one or a combination of investment funds and are allocated notional earnings/losses based on the performance of these funds. The SERP benefit will be equal to the notional account balance at the time of the member's termination or retirement. The SERP benefits are not secured and will be paid from the general revenue of AltaGas at the time they become due. Mr. Yu is the first participant in this plan.

Employee Share Purchase Savings Plan

The Employee Share Purchase Savings Plan is designed to encourage equity ownership and to help ensure AltaGas' compensation and benefits are market-competitive. This plan is offered to all Canadian employees, including executives:

- AltaGas employees may contribute up to 10% of their annual base salary to invest in the purchase of Shares
- AltaGas matches employee contributions up to a maximum percentage of 5% of their annual base salary based on the employee's years of service with the company
- AltaGas' contributions are invested in Shares which are purchased by the plan administrator from the market
- AltaGas' contributions on behalf of employees vest immediately

Perquisites

AltaGas executives receive limited perquisites that are consistent with the competitive market and designed to attract and retain talent, including reserved parking, vehicle allowances, club memberships, executive medical and relocation assistance.

2023 Performance Graph

The past year was another active one for AltaGas with many purposeful decisions focused on driving long-term value. It was a year of executing on our strategic plan, allocating capital focused on long-term enterprise growth, and ensuring we have the leadership in place to guide the organization and continue to compound long-term Shareholder value. There was also sizeable organizational change with AltaGas' CEO transition occurring mid-year, with Mr. Yu's appointment as CEO effective July 1, 2023.

AltaGas meaningfully outperformed its peers and delivered a TSR of approximately 22% over the course of 2023, and a 15% share price CAGR over the past five years (2019-2023). This strong performance comes despite multiple economic challenges, inflation, and rising interest rates over 2023 and the past number of years. We believe this speaks to the purposeful actions that we have taken to drive long-term value, continued execution of our long-term strategic plan, and the resilience of our operating businesses.

The following table and graph compare the yearly percentage change in the cumulative shareholder return over the last five years on the Shares (assuming a \$100 investment was made on December 31, 2018), with the cumulative total return of the S&P/TSX Composite Index, a key Canadian benchmark on the TSX where AltaGas' shares trade. The values assume the reinvestment of any declared dividends or distributions. The table and graph also show the trend in total direct compensation paid to the CEO each year over the same period.



	2018	2019	2020	2021	2022	2023
AltaGas Ltd.	\$100	\$150	\$151	\$230	\$205	\$255
S&P/TSX Comp Index	\$100	\$123	\$130	\$162	\$153	\$171
CEO Total Direct Compensation (\$M) ⁽¹⁾⁽²⁾	\$5.89	\$5.77	\$7.32	\$7.19	\$7.45	\$6.60
CEO ⁽³⁾	Crawford	Crawford	Crawford	Crawford	Crawford	Yu

Notes:

- (1) CEO Total Direct Compensation is comprised of base salary, STI and LTI value at target. This amount does not include the value of Mr. Yu's sign-on bonus. The value of the DSUs granted to him in lieu of pension benefits under the DB SERP is also not included.
- (2) Mr. Crawford was compensated in U.S. dollars. U.S. dollar values were converted to Canadian dollars using the relevant annual average exchange rate. Mr. Crawford's compensation may have fluctuated year over year due to conversion of his U.S. compensation to Canadian dollars. In 2018, Mr. Crawford's salary was annualized given his appointment in December of that year. Mr. Crawford's Total Direct Compensation changed in 2020 as a result of base salary and LTI target increases following strong performance in 2019 and the increase in U.S. peer group weighting.
- (3) Mr. Crawford served as CEO until June 30, 2023 and Mr. Yu was appointed CEO effective July 1, 2023. As the CEO in place at year-end, Mr. Yu's Total Direct Compensation for 2023 has been annualized.

Our executive compensation program is designed to reward NEOs at approximately the median of our peer group. TSR is one factor the HRC Committee considers. Increases in NEO total direct compensation align with our performance over the period and reflect, among other things, the necessary increases in compensation to pay competitively, our strong growth over the period and the inclusion of US peers given our substantial US footprint. AltaGas targets a significant percentage of executive total compensation to be at-risk and weighted toward long-term incentives. Any change in the trading price of AltaGas' Shares has a direct impact on future realized compensation value for the CEO and NEOs pursuant to such at-risk compensation awarded. This design provides for strong alignment between executive compensation and long-term company performance.

EXECUTIVE COMPENSATION INFORMATION

The following tables and discussion relate to compensation paid to AltaGas' NEOs.

Summary Compensation Table

The following table sets forth the annual compensation received by each of the NEOs for the three most recently completed years.

Name and Principal Position	Year Ended Dec. 31	Salary ⁽¹⁾ (\$)	Share-based Awards ⁽²⁾⁽³⁾ (\$)	Option-based Awards ⁽⁴⁾ (\$)	Non-equity Incentive Plan Compensation ⁽⁵⁾ (\$)		Pension Value ⁽¹⁾⁽⁶⁾ (\$)	All Other Compensation ⁽⁷⁾ (\$)	Total Compensation (\$)
					Annual Plans	Long-term Plans			
Vern Yu President & CEO	2023	528,846	9,400,000	–	1,375,000	–	75,983	939,026	12,318,855
James Harbilas ⁽¹⁾ EVP & CFO	2023	576,962	2,848,000	–	544,275	–	344,543	78,291	4,392,071
	2022	530,000	1,219,000	–	496,875	–	390,028	110,288	2,746,191
	2021	515,000	709,950	473,799	772,500	–	447,884	40,056	2,959,189
Blue Jenkins ⁽¹⁾ EVP & President, Utilities	2023	796,323	3,488,720	–	637,058	–	361,904	62,799	5,346,804
	2022	737,837	1,549,458	–	767,351	–	626,573	55,208	3,736,427
	2021	689,443	912,056	608,684	965,195	–	585,067	166,567	3,927,012
Randy Toone EVP & President, Midstream	2023	510,000	1,581,000	–	481,440	–	237,721	75,761	2,885,922
	2022	500,000	1,050,000	–	300,000	–	351,088	124,297	2,325,385
	2021	452,000	568,913	379,680	723,200	–	292,377	49,368	2,465,538
Corine Bushfield EVP & CAO	2023	500,000	2,100,000	–	473,000	–	215,329	82,315	3,370,644
	2022	466,000	932,000	–	307,560	–	306,309	105,396	2,117,265
	2021	452,000	541,819	361,601	542,400	–	285,616	35,843	2,219,279
Randall Crawford ⁽¹⁾ Former President & CEO	2023	1,286,264	–	–	1,286,264	–	4,457,507	108,364	7,138,399
	2022	1,240,139	4,960,556	–	1,240,139	–	1,177,108	58,437	8,676,379
	2021	1,159,510	2,921,738	1,949,901	2,203,026	–	988,276	51,375	9,273,826

Notes:

- (1) All NEOs receive their compensation in Canadian dollars except Mr. Crawford and Mr. Jenkins who are compensated in U.S. dollars. U.S. dollar values were converted to Canadian dollars using the 2023 annual average exchange rate of \$1.3497 (2022: \$1.3013 and 2021: \$1.2535). U.S. dollar pension values were converted to Canadian dollars using the December 31, 2023 exchange rate of \$1.3226 (2022: \$1.3544 and 2021: \$1.2678). Mr. Harbilas' salary reflects a mid-year adjustment, which is discussed in "2023 NEO Compensation Summary". Mr. Crawford's salary was paid until June 30, 2023 and he received a lump sum payment equivalent to six months' salary following his departure.
- (2) Share-based awards for the NEOs in 2023 include the annual LTI grants, plus the following:
 - Mr. Yu received a sign-on bonus valued at \$5M, comprised of PUs and RUs to partially bridge the value of unvested equity he forfeited by leaving his previous employer. A substantial portion of the award (70%) was granted in the form of PUs which will vest in January 2026 subject to performance conditions being met.
 - A retention award comprised of RUs equal to 1.0x salary was granted to the following NEOs in January 2023 with a vesting date in January 2024 to support organizational stability and leadership continuity in connection with the CEO transition process: Mr. Harbilas (\$560K), Mr. Jenkins (US\$590K), Mr. Toone (\$510K) and Ms. Bushfield (\$500K).
 - Mr. Harbilas and Mr. Jenkins each received an additional retention award of RUs in July 2023 to support longer term stability and continued execution of nearer-term strategic priorities during Mr. Yu's onboarding and to address shareholder concerns over potential departures due to the appointment of an external candidate as CEO. The RUs had a grant value of \$1M and will vest in July 2025.
 - Ms. Bushfield received an additional retention award of RUs in October 2023 to support longer term stability of the organization through the period of change under new leadership. The RUs had a grant value of \$600K and will vest in October 2026.

The above awards are not part of their regular annual compensation. For further information on these awards, refer to the disclosure under the heading "Long-Term Incentive Program – Other LTI Grants in 2023".
- (3) Grant value of PUs and RUs is calculated by multiplying the number of units granted by the 20-day average closing price of the Shares preceding the grant date. In respect of PUs, it is assumed that the performance criteria are met with a multiplier of 1.0x. The methodology used to calculate the fair value of PUs and RUs for accounting purposes is the closing price of Shares on the grant date.
- (4) Grant date fair value for Options is determined using the Black-Scholes-Merton valuation model. No Options have been granted since 2021. For Options granted in 2021, the Black-Scholes-Merton value was \$3.33/Option.
- (5) Amounts in the table reflect the STI compensation earned for services performed during the financial year, even if payable at a future date. Mr. Yu's STI target compensation for 2023 was based on his annual salary without any proration. Mr. Crawford's STI target compensation was based on his annual salary without any proration and a STI target of 1.0x. See discussion of STI compensation in more detail above under the heading "Short-Term Incentive Plan".
- (6) Mr. Crawford's 'Pension Value' includes his DB SERP benefit. Refer to the disclosure tables under the heading "Retirement Plan Benefits" for more information.
- (7) Amounts include AltaGas' contribution under the Employee Share Purchase Savings Plan and the value of group benefits, and other perquisites. Mr. Yu's amount primarily includes the value of DSUs granted to him in lieu of pension benefits under the DB SERP and also includes legal fees in relation to his executive employment agreement. Mr. Crawford's amount also includes tax services and legal fees pursuant to his separation agreement, and vacation not taken and paid out in cash on retirement.

Long-Term Incentive Plan Awards

Outstanding Option-based Awards and Share-based Awards

The following table reflects all Option-based and Share-based incentive plan awards outstanding to the NEOs on December 31, 2023. AltaGas has not granted Options since 2021.

Name	Option-based Awards				Share-based Awards			
	Shares underlying unexercised Options (#)	Option exercise price ⁽¹⁾ (\$/share)	Option expiration date	Value of unexercised in-the-money Options ⁽²⁾ (\$)	Number of Share-based awards that have not vested ⁽³⁾		Market or payout value of Share-based awards that have not vested ⁽⁴⁾ (\$)	Market or payout value of vested Share-based awards not paid out or distributed ⁽⁵⁾ (\$)
					PUs (#)	RUs (#)		
Vern Yu	–	–	–	–	283,756	121,610	11,277,282	1,041,636
James Harbilas	400,000	19.60	10-Jun-25	3,288,000	116,863	99,540	6,020,331	–
	188,765	19.57	6-Jan-26	1,557,311	–	–	–	–
Blue Jenkins	142,282	18.72	4-Jan-27	1,294,766	–	–	–	–
	60,930	18.72	4-Jan-27	554,463	150,698	119,527	7,517,660	–
Randy Toone	16,720	19.64	30-May-25	136,770	96,897	49,306	4,067,367	–
	50,423	19.57	6-Jan-26	415,990	–	–	–	–
Corine Bushfield	114,018	18.72	4-Jan-27	1,037,564	–	–	–	–
	150,000	14.52	17-Dec-24	1,995,000	89,761	69,217	4,422,768	–
Corine Bushfield	126,720	19.64	30-May-25	1,036,570	–	–	–	–
	144,064	19.57	6-Jan-26	1,188,528	–	–	–	–
Randall Crawford ⁽⁶⁾	108,589	18.72	4-Jan-27	988,160	–	–	–	–
	425,000	14.52	17-Dec-24	5,652,500	315,700	59,571	10,440,039	–
Randall Crawford ⁽⁶⁾	476,470	17.63	2-Apr-25	4,855,229	–	–	–	–
	769,423	19.57	6-Jan-26	6,347,740	–	–	–	–
	585,556	18.72	4-Jan-27	5,328,560	–	–	–	–

Notes:

- (1) The Option exercise price is set using the closing price of Shares on the trading day preceding the grant date.
- (2) The value of unexercised in-the-money Options represents the difference between the closing price of the Shares on December 31, 2023 of \$27.82 and the Option exercise price.
- (3) PU measures are 50% based on relative TSR results compared to the PU peer group and 50% based on a financial measure results. From 2019 to 2021, the PU financial measure was based 50% on normalized FFO per Share growth. In 2022, the financial measure was updated to be based on normalized EPS growth. The RU performance measure is the payment of a dividend by AltaGas in the 12 months prior to the vesting date. Refer to "Long-Term Incentive Program" for more information about PUs and RUs.
- (4) Market or payout value of PUs and RUs that have not vested is calculated by multiplying the number of RUs or PUs by the closing price of the Shares on December 31, 2023 of \$27.82.
- (5) Mr. Yu is the only NEO with DSUs. He received a grant of 36,681 DSUs in July 2023 in lieu of pension benefits under the DB SERP. The number of DSUs was determined by dividing the value of 80% of Mr. Yu's annual base salary by the 20-day average closing price of the Shares preceding the grant date of \$23.99. DSUs vest immediately on grant but cannot be redeemed until after his retirement, resignation or termination without cause. Market or payout value of DSUs is calculated by multiplying the number of DSUs, including dividend equivalents, by the closing price of the Shares on December 31, 2023 of \$27.82.
- (6) Mr. Crawford's unvested PUs, RUs and Options were outstanding at December 31, 2023. See "Executive Employment Agreements - CEO Transition".

Incentive Plan Awards – Value Vested or Earned During 2023

The following table reflects the aggregate dollar value on vesting of Option-based and Share-based awards for NEOs during the year ended December 31, 2023 and annual cash incentives earned during that year by such NEOs.

Name	Option-based awards – Value vested during 2023 ⁽¹⁾ (\$)	Share-based awards – Value vested during 2023 ⁽²⁾ (\$)	Non-equity incentive plan compensation – Value earned during 2023 ⁽³⁾ (\$)
Vern Yu	–	–	1,375,000
James Harbilas	491,185	1,958,014	544,275
Blue Jenkins	627,905	2,491,425	637,058
Randy Toone	393,612	1,569,086	481,440
Corine Bushfield	374,870	1,494,344	473,000
Randall Crawford	2,011,471	7,981,105	1,286,264

Notes:

- (1) Includes Options granted prior to 2022 that vested in 2023. No Options have been granted since 2021. See “Option-based awards - Value vested during 2023” below for details of how the value vested was calculated for purposes of this table.
- (2) All NEOs other than Mr. Yu had PUs vest in 2023, and none of the NEOs had RUs vest in 2023. DSUs granted to Mr. Yu in 2023 vested immediately but are not payable until he leaves the company, therefore, are not included. See “Share-based awards - Value vested during 2023” below for details of the value realized upon vesting of the PUs that vested in 2023.
- (3) Amounts reflect the STI compensation earned for services performed during the financial year, even if payable at a future date. See discussion in more detail above under the heading “Short-Term Incentive Plan”. STI payments for Mr. Crawford and Mr. Jenkins are paid in U.S. dollars and have been converted to Canadian dollars using the 2023 annual average exchange rate of \$1.3497.

Option-based awards – Value vested during 2023

In support of the column titled “Option-based awards – Value vested during 2023” in the Incentive Plan Awards – Value Vested or Earned During 2023 table above, the following Options vested in 2023.

Name	Shares underlying Options vested during 2023 ⁽¹⁾ (#)	Option exercise price (\$)	Vesting date	Market price of Shares on vesting date ⁽²⁾ (\$)	Value vested during 2023 ⁽³⁾ (\$)
James Harbilas	47,427	18.72	4-Jan-23	23.73	237,611
	62,921	19.57	6-Jan-23	23.60	253,574
Blue Jenkins	60,929	18.72	4-Jan-23	23.73	305,256
	80,061	19.57	6-Jan-23	23.60	322,649
Randy Toone	38,006	18.72	4-Jan-23	23.73	190,410
	50,422	19.57	6-Jan-23	23.60	203,202
Corine Bushfield	36,196	18.72	4-Jan-23	23.73	181,344
	48,021	19.57	6-Jan-23	23.60	193,526
Randall Crawford	195,185	18.72	4-Jan-23	23.73	977,879
	256,474	19.57	6-Jan-23	23.60	1,033,592

Notes:

- (1) Options vest one-third per year on each of the first, second and third anniversaries of the grant date and expire on the sixth anniversary of the grant date.
- (2) Represents the closing price of the Shares on the vesting date.
- (3) Represents the difference between the closing price of the Shares on the vesting date and the Option exercise price multiplied by the number of Shares underlying the Options that vested in 2023.

Share-based awards – Value vested during 2023

In support of the column titled “Share-based awards – Value vested during 2023” in the Incentive Plan Awards – Value Vested or Earned During 2023 table above, the following PUs vested and were paid out in 2023.

Name	Share-based awards vested during 2023 ⁽¹⁾ (#)	Additional Share-based awards accumulated ⁽²⁾ (#)	Vesting date	Market price of Shares ⁽³⁾ (\$)	Value vested during 2023 ⁽⁴⁾ (\$)
James Harbilas	36,021	5,340	6-Jan-23	23.67	1,958,014
Blue Jenkins	45,834	6,794	6-Jan-23	23.67	2,491,425
Randy Toone	28,866	4,279	6-Jan-23	23.67	1,569,086
Corine Bushfield	27,491	4,075	6-Jan-23	23.67	1,494,344
Randall Crawford	146,826	21,765	6-Jan-23	23.67	7,981,105

Notes:

- (1) Reflects the number of PUs that vested on the vesting date based on the number of units issued on the grant date.
- (2) Share-based awards are tracked during the vesting period and dividend equivalents are awarded on the same basis as dividends declared on Shares. These dividend equivalents are accrued in the form of additional nominal units for the benefit of the employee and paid when vesting occurs. For PUs, the final performance multiplier is applied to the PUs and accumulated dividend equivalents.
- (3) The market price used to calculate amounts payable for vested PUs is the 20-day average closing price of the Shares preceding the vesting date.
- (4) PUs granted as part of the 2020 annual LTI grant vested in 2023 with a performance multiplier of 2.0x. See “Long-Term Incentive Program – 2020 Performance Units Vesting in 2023” for more information.

Retirement Plan Benefits

DC Pension Plan

The following table outlines the accumulated value of the DC Pension Plan or equivalent U.S. retirement savings plan for the NEOs as of December 31, 2023.

Name	Accumulated value at start of year (\$)	Compensatory ⁽¹⁾ (\$)	Accumulated value at year end ⁽²⁾ (\$)
Vern Yu	–	23,099	33,458
James Harbilas	114,728	23,198	158,060
Blue Jenkins ⁽³⁾	239,991	60,299	375,849
Randy Toone	187,837	23,714	242,580
Corine Bushfield	185,907	23,857	239,065
Randall Crawford ⁽³⁾	224,811	34,917	321,341

Notes:

- (1) Reflects only contributions made by AltaGas on behalf of the employee.
- (2) Accumulated value at year-end reflects the accumulated value at start of year, compensatory changes, plus employee contributions to the plan as well as considers the change in market value of the total holdings.
- (3) Mr. Crawford participated in the 401(k) plan. Mr. Jenkins participates in the 401(k) plan and the Washington Gas DC Restoration Plan. The amounts included in the table reflect the company’s contributions on their behalf. Contributions to the plans are made in U.S. dollars and were converted into Canadian dollars. “Accumulated value at start of year” was converted using the December 31, 2022 exchange rate of \$1.3544. “Compensatory” and “Accumulated value at year-end” were converted using the December 31, 2023 exchange rate of \$1.3226.

Supplemental Executive Retirement Plans

DB SERP

The following table outlines the DB SERP value for the NEOs as of December 31, 2023. This plan was closed to new participants prior to Mr. Yu's appointment.

Name	Number of years credited service (#)	Annual benefits payable (\$)		Present value of defined benefit obligation at start of year (\$)	Compensatory change (\$)	Non-compensatory change ⁽¹⁾ (\$)	Present value of defined benefit obligation at year end (\$)
		At year end	At age 65				
James Harbilas	4.56	86,251	286,284	802,810	321,345	156,261	1,280,416
Blue Jenkins ⁽²⁾	4.04	109,511	484,286	890,213	301,606	174,588	1,366,407
Randy Toone	7.08	96,616	276,280	916,280	214,007	183,298	1,313,585
Corine Bushfield	7.08	87,015	275,451	809,632	191,472	174,159	1,175,263
Randall Crawford ⁽²⁾	4.56	901,944	–	2,830,184	4,422,591	(23,283)	7,229,492

Notes:

- (1) Non-compensatory change captures changes in the accounting liability that are not directly related to the executives' earnings, including interest on already accrued benefit, accounting gains or losses related to changes in actuarial assumptions and, for Mr. Crawford and Mr. Jenkins, changes in exchange rate. In 2023, discount rate assumption decreased from last year which resulted in an increase in liability and as such a positive non-compensatory change. Additionally, Mr. Crawford's liability was reduced at retirement on an accounting basis when the target lifetime pension benefit was converted on an actuarial equivalent commuted value basis to a 10-year payment term. For Mr. Crawford, the combined effect of the exchange rate and the conversion to the 10-year payout resulted in a negative non-compensatory change.
- (2) Mr. Crawford's and Mr. Jenkins' pension values are calculated in U.S. dollars and have been converted to Canadian dollars. The "Present value of defined benefit obligation at start of year" was converted using the December 31, 2022 exchange rate of \$1.3544. The "Compensatory change", "Non compensatory change" and "Present value of defined benefits obligation at year end" were converted using the December 31, 2023 exchange rate of \$1.3226.
- (3) Mr. Crawford was eligible for retirement under the SERP based on his attainment of age 55 as of his separation date. He is eligible for a 10-year temporary pension commencing in January 2024. For Mr. Crawford, year-end amounts reflect benefits accrued up to his retirement at June 30, 2023 and the SERP enhancement provided as part of the CEO transition recognizing that he did not receive an LTI grant in 2023.

DC SERP

The following table outlines the accumulated value of the DC SERP for NEOs as of December 31, 2023. Mr. Yu is the first participant in this plan.

Name	Accumulated value at start of year (\$)	Compensatory ⁽¹⁾ (\$)	Accumulated value at year end ⁽²⁾ (\$)
Vern Yu	–	52,885	55,706

Notes:

- (1) Reflects notional contributions credited to the employee.
- (2) Accumulated value at year-end reflects the accumulated value at start of year, compensatory changes, and the change in the market value of the notional account.

Executive Employment Agreements

Executive employment agreements (the “**Executive Agreements**”) are in place for all the NEOs, and outline the terms of employment, including any payments required to be made in the case of certain termination events other than for just cause. In connection with the CEO succession, the terms of the standard Executive Agreement were reviewed to ensure alignment with current market practice. As a result, updates were made in relation to the treatment of awards upon retirement and termination without cause for the new CEO.

Confidentiality, Non-Solicitation and Non-Competition Provisions

All Executive Agreements contain provisions related to confidentiality and those entered into in 2018 or later expressly incorporate AltaGas’ clawback policy and include non-solicitation provisions. Agreements entered into with the CEOs also include non-competition provisions.

Termination and Change of Control Arrangements

In any termination event, including resignation or retirement, NEOs are entitled to receive:

- Any unpaid installments of base salary up to and including the date of termination, resignation or retirement (the “**Termination Date**”);
- Vacation pay for accrued but unused vacation to the Termination Date; and
- Any bonus under the STI for the prior year which was earned and not yet paid.

In certain circumstances, including termination without cause or termination following a change of control, NEOs are also entitled to receive an additional cash payment upon the execution of a general release in favour of AltaGas. The “**Termination Payment**” consists of an amount equal to the value of 2x: (i) the annual base salary; plus (ii) the annual target bonus percentage multiplied by the annual base salary; and (iii) the value of the benefit entitlement for a one-year period.

The definition of change of control in the Executive Agreements and under the LTI Plans is substantially similar, and includes (i) a sale or other disposition of all or substantially all of AltaGas’ assets, (ii) a consummated arrangement, amalgamation, merger, consolidation, take-over bid, compulsory acquisition or similar transaction if Shareholders prior to the transaction no longer hold more than 50% of the voting securities of the surviving or resulting entity or the parent of such entity, or no longer have “control” of AltaGas, or (iii) a person or group of persons acting jointly or in concert acquires more than a threshold amount of voting securities. In the case of agreements executed in 2018 or later, this threshold is 50% and for those executed prior to 2018 the threshold is 40% together with a change in more than one half of the members of the Board as part of the acquisition within 12 months.

The LTI Plans were amended in 2019 to include double-trigger requirements for vesting on a change of control and, in certain circumstances, an assessment of performance at the date of the change of control. Options granted prior to 2019 will continue to automatically vest on a change of control, however, all outstanding PUs and RUs are now subject to double-trigger requirements and in 2025 all remaining outstanding Options will be subject to double-trigger requirements.

The treatment of PUs, RUs and Options upon a termination event is specified in the LTI Plans unless otherwise provided in a grant agreement or Executive Agreement. The applicable notice period is specified in the Executive Agreements. Details of LTI treatment for the NEOs in the various termination scenarios are set out in the table that follows.

CEO Transition

In consideration of Mr. Crawford’s assistance during the planned succession process, Mr. Crawford received: (i) a lump sum payment equal to six months’ salary plus the target bonus under the STI Plan (100% of his annual base salary) for which he worked half of the year; and (ii) a SERP enhancement recognizing additional credited service taking into account that no LTI award was granted in 2023. Mr. Crawford’s 2021 and 2022 PUs and RUs awards will vest in accordance with the original vesting schedule and will remain subject to the performance measures established at the time of the grant. His Options will continue to vest and be exercisable until the earlier of their expiry date and December 31, 2026. Please refer to the “Summary Compensation Table” and “Outstanding Option-based Awards and Share-based Awards” for further details.

The following table includes a description of the payments that may be made in connection with the various termination events and how the outstanding awards under the LTI Plans are treated in such scenarios subject to the exceptions noted for the current CEO.

Termination Event	Termination Payment	Phantom Units	Options
Resignation/ Voluntary Termination by NEO	None	PU's and RUs forfeited on Termination Date.	Vested Options can be exercised up to earlier of expiry date and 30 days from the Termination Date. Unvested Options are cancelled on the Termination Date.
Retirement (55 plus 5 years service) ⁽¹⁾	None	PU's and RUs are pro-rated for portion of performance period worked and remain subject to performance measures and vest in accordance with the original vesting schedule.	Vested Options can be exercised up to the earlier of expiry date and 30 days from the Termination Date. Unvested Options are cancelled on the Termination Date.
With Cause Termination by AltaGas	None	PU's and RUs forfeited on Termination Date.	All vested and unvested Options are cancelled on the Termination Date.
Without Cause Termination by AltaGas or Constructive Dismissal ⁽²⁾	Termination Payment	PU's and RUs that may vest on or before the end of 24-month notice period remain outstanding and continue to vest based on grant date vesting schedule and remain subject to performance measures. RUs and PU's that will not vest during such notice period are cancelled on Termination Date.	Unvested Options continue to vest during 24-month notice period. Vested Options can be exercised until the earlier of expiry date and 30 days after 24-month notice period.
Permanent Disability	Termination Payment	PU's and RUs are not pro-rated and continue to vest based on grant date vesting schedule and remain subject to performance measures.	Unvested Options continue to vest during 24-month notice period. Vested Options can be exercised until the earlier of expiry date and 30 days after 24-month notice period.
Death	Termination Payment	PU's and RUs are pro-rated and vest at the Termination Date, with a multiplier of 1.0x for PU's.	Unvested Options terminate immediately, and vested Options can be exercised until the earlier of expiry date and one year from date of death.
Change of Control ("CoC")	None	<p>If resulting entity remains publicly traded and plan is assumed, PU's and RUs continue to vest based on grant date vesting schedule and remain subject to performance measures.</p> <p>In certain circumstances, the vesting amount is established at the date of the CoC and may be based on achievement of performance measures to such date (the "CoC Value"), and will be paid out on the original vesting date provided the participant is still employed. See "Schedule B" for details.</p> <p>If plan is not assumed or resulting entity will be a private entity, PU's and RUs vest and the CoC Value is paid out on a CoC.</p>	<p>If resulting entity remains publicly traded and plan is assumed, Options continue to vest based on original vesting schedule.</p> <p>If plan not assumed or resulting entity will be a private entity, Options vest and can be exercised to participate in CoC.</p> <p>For Options granted prior to February 2019, the Options fully vest and become exercisable.</p>
CoC and termination within 12 months of CoC	Termination Payment	If terminated within 12 months of a CoC without Cause, the CoC Value becomes payable.	If terminated within 12 months of CoC without cause, all Options vest and can be exercised until earlier of normal expiry date or 30 days from Termination Date.

Notes:

- (1) For retirement, the CEO's PU's and RUs will not be pro-rated as long as he is 55 years or older, has 5 or more years of service with AltaGas and provides at least six months' advance notice. However, if he is subsequently employed by a company in AltaGas' peer group within one year of retirement he will forfeit his unvested PU's and RUs.
- (2) In the event Mr. Yu is terminated without cause in his first year of employment, his 2023 LTI grants would continue to vest on their original terms, including those that would vest outside the 24 month notice period. His 2023 LTI grants include his sign-on award valued at \$5 million, comprised of PU's (70%) and RUs (30%) that he received to partially bridge the value of unvested equity he forfeited by leaving his previous employer.

The following table shows the value payable to each of the NEOs assuming termination and/or change of control on December 31, 2023 pursuant to the applicable Executive Agreements and LTI Plans. The actual amounts that would be payable on any termination can be determined only at the time of separation and may differ from the amounts set forth below. Mr. Crawford is not included in the table because his compensation in connection with his departure is set forth in the summary compensation table.

	Triggering Event	Months used to calculate Termination Payment	Value of Termination Payment ⁽¹⁾ (\$)	Additional SERP Value ⁽²⁾ (\$)	LTI Value ⁽³⁾ (\$)	Total Value (\$)
Vern Yu ⁽⁴⁾	Involuntary Termination for any reason other than Cause ⁽⁶⁾⁽⁷⁾	24	6,267,053	–	12,318,927	18,585,980
	Change of Control without Termination ⁽⁸⁾	0	–	–	–	–
	Change of Control and Termination ⁽⁹⁾	24	6,267,053	–	12,318,927	18,585,980
James Harbilas	Involuntary Termination for any reason other than Cause ⁽⁶⁾⁽⁷⁾	24	2,218,215	744,262	10,577,894	13,540,371
	Change of Control without Termination ⁽⁸⁾	0	–	–	–	–
	Change of Control and Termination ⁽⁹⁾	24	2,218,215	744,262	12,160,417	15,122,894
Blue Jenkins ⁽⁵⁾	Involuntary Termination for any reason other than Cause ⁽⁶⁾⁽⁷⁾	24	3,119,618	775,912	6,000,662	9,896,192
	Change of Control without Termination ⁽⁸⁾	0	–	–	–	–
	Change of Control and Termination ⁽⁹⁾	24	3,119,618	532,349	8,072,129	11,724,096
Randy Toone	Involuntary Termination for any reason other than Cause ⁽⁶⁾⁽⁷⁾	24	1,947,862	514,137	4,341,746	6,803,745
	Change of Control without Termination ⁽⁸⁾	0	–	–	–	–
	Change of Control and Termination ⁽⁹⁾	24	1,947,862	322,532	5,657,665	7,928,059
Corine Bushfield	Involuntary Termination for any reason other than Cause ⁽⁶⁾⁽⁷⁾	24	1,712,148	424,924	7,770,583	9,907,655
	Change of Control without Termination ⁽⁸⁾	0	–	–	1,995,000	1,995,000
	Change of Control and Termination ⁽⁹⁾	24	1,712,148	266,486	9,631,021	11,609,655

Notes:

- (1) Represents the value paid to each executive at termination based on 2x the following: the annual base salary, annual target bonus and the value of benefit entitlement for one year period. For Mr. Yu, the value includes 2x his annual DSU amount in lieu of pension benefits under the DB SERP.
- (2) Represents value of additional benefit payable under SERP provisions and additional SERP benefit provided by Executive Agreements in the specified termination event, as of December 31, 2023. Additional SERP value for Change of Control and Termination assumes involuntary termination, not voluntary termination by executive. For Mr. Yu, no additional benefits are payable under the DC SERP plan in which he participates. See Note (1).
- (3) Represents the value of the Options and Share-based awards that would be payable in the applicable scenario. For Options, this value includes any in-the-money Options that would vest and be paid under the termination scenario. For Share-based awards, this value includes the market or payout value of the Share-based awards that would vest and be paid under the termination scenario and the value of DSUs that could be redeemed under the termination scenarios.
- (4) In the event that Mr. Yu is terminated prior to the full vesting of his 2023 LTI grant of PUs and RUs, the awards will remain outstanding and continue to vest based on the grant date vesting schedule and applicable performance measures.
- (5) Mr. Jenkins is paid in U.S. dollars. The values in the table above, excluding the additional SERP value, were converted using the 2023 annual average exchange rate of \$1.3497. The additional SERP value for Mr. Jenkins was converted using the December 31, 2023 exchange rate of \$1.3226.
- (6) In the event of death or permanent disability, the NEO is also entitled to the Termination Payment pursuant to the Executive Agreements. In the case of death, PU and RU vesting is accelerated, units are pro-rated and performance multipliers are set at 1.0x; unvested Options will cancel immediately, and vested Options will remain exercisable until the earlier of the expiry date and one year from the date of death. In the case of permanent disability, RU and PU grants maintain their original vesting dates and performance

milestones; unvested options will be cancelled immediately, and vested options will remain exercisable until the earlier of the expiry date and 30 days from the date of permanent disability.

- (7) For purposes of determining LTI value, PUs, RUs and Options that vest on or before the end of the notice period will vest and be paid according to the original payment schedule. For PUs, payout value was assumed using a 1.0x multiplier, notwithstanding that the payout amount, other than in the case of death, would not be paid until the original vesting date and that PUs and RUs would remain subject to the original performance measures, which could result in a PU performance multiplier of 0x – 2.0x or a nil payout. In the event of death, the number of PUs and RUs would be pro-rated to the date of death and a 1.0x performance multiplier would be used for the PUs. While the in-the-money amount for Options at December 31, 2023 was used, there is no requirement for NEOs to exercise Options on termination.
- (8) For purposes of determining LTI value under Change of Control without Termination, it is assumed that Options granted prior to 2019 immediately vest upon a change of control, regardless of whether a termination event also occurs and that LTI awards do not vest upon a Change of Control (which assumes that the LTI Plans continue in force and effect post-Change of Control). In the event the LTI Plans did not continue in force and effect post-Change of Control (because the surviving or resulting entity does not or cannot assume the obligations under the LTI Plans), the LTI awards granted in in 2019 or later would also vest. See “Schedule B” for additional details.
- (9) For purposes of determining LTI value, PUs, RUs and Options all vest on a Change of Control with Termination. For PUs, payout value was assumed using a 1.0x multiplier for the PUs notwithstanding that under the Phantom Unit Plan, the performance multiplier may be more or less than 1.0x.

Executive Equity Ownership Requirement

In recognition of the importance of ensuring alignment between the interests of executives and Shareholders, AltaGas has equity ownership requirements for its executives. Targets are multiples of the executive’s base salary.

AltaGas amended its equity ownership requirements effective January 1, 2022 to increase targets for executives to 3x base salary from 2x to align with market practices (CEO target already aligned at 5x) and approved a three-year road map to exclude the PUs from the equity ownership calculation by 2025. Prior to 2022, the annual LTI grant mix for NEO’s included PUs and Options only. Commencing in 2022, executives received RUs in lieu of Options as part of their annual grant. Executives are expected to achieve the targeted ownership levels within a five-year period commencing on the date of their appointment or within a five-year period of a change to equity ownership targets if impacted by such change. The HRC Committee monitors the progress individual officers are making toward their targeted ownership levels.

Pursuant to Mr. Yu’s executive agreement, he has agreed to maintain his minimum equity ownership for a period of one year following his last day of employment.

The following equity ownership information for the NEOs is provided as of December 31, 2023 and all NEOs have met their targets and have done so without including PUs in the calculation. The market value of Shares, RUs and DSUs at fiscal year-end is calculated using closing price of the Shares on December 31, 2023 of \$27.82.

Name	Target as multiple of base salary	Number and Market Value			Aggregate Market Value of Equity Holdings ⁽¹⁾	Ownership as a multiple of 2023 salary	Ownership Requirement Met or On track
		Shares	RUs	DSUs			
Vern Yu	5x	90,956	121,610	37,442	\$6,955,222	6.3	✓
		\$2,530,396	\$3,383,190	\$1,041,636			
James Harbilas	3x	51,576	99,540	–	\$4,204,047	7.1	✓
		\$1,434,844	\$2,769,203				
Blue Jenkins ⁽¹⁾	3x	37,352	119,527	–	\$4,364,374	5.5	✓
		\$1,039,133	\$3,325,241				
Randy Toone	3x	325,676	49,306	–	\$10,431,999	20.5	✓
		\$9,060,306	\$1,371,693				
Corine Bushfield	3x	21,687	69,217	–	\$2,528,949	5.1	✓
		\$603,332	\$1,925,617				

Note:

- (1) For the purposes of ownership, Mr. Jenkins’ base salary was converted using the 2023 annual average exchange rate of \$1.3497.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth certain information related to AltaGas' equity compensation plans for the financial year ended December 31, 2023.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by securityholders ⁽¹⁾	5,547,388		9,197,800
Equity compensation plans not approved by securityholders ⁽²⁾	n/a	n/a	n/a
TOTAL	5,547,388		9,197,800

Notes:

- (1) AltaGas has a rolling 5% Option Plan, which at December 31, 2023 would allow us to issue up to 14,745,188 Shares. However, only 10,807,874 Shares were reserved for issuance with the TSX pursuant to the Option Plan as of December 31, 2023, so anything in addition to this amount would need to be listed with the TSX before issuance.
- (2) The Phantom Unit Plan and the DSU Plan do not provide for the issuance of Shares from treasury. PUs, RUs and DSUs will be paid in cash. The material features of the compensation plans are set out in "Schedule B".

The following tables set forth certain measures of Option usage as a percentage of the issued and outstanding Shares as of December 31, 2023 (294,903,763), the weighted average remaining term of Options and the burn rate.

Dilution	number of Options granted but not exercised / number of issued and outstanding Shares	1.88%
Overhang (reserved for issuance with TSX)	number of Options reserved for issuance with the TSX / number of issued and outstanding Shares	3.66%
Overhang (available for issuance pursuant to Option Plan)	number of Options available for future issuance plus number of Options granted but not exercised / number of issued and outstanding Shares	5.00%
Remaining Options available for grant	number of Options available for future issuance / number of issued and outstanding Shares	3.12%
Weighted average remaining term of Options (in years)		1.89

Burn Rate	2023	2022	2021
Number of options granted during the year	–	–	1,878,670
Basic weighted average number of common shares outstanding at year-end	282,091,990	280,984,249	279,934,191
Burn rate %	–%	–%	0.67%

Further details on AltaGas' Option Plan are provided in "Schedule B".

OTHER INFORMATION

Aggregate Indebtedness

AltaGas is not aware of any individuals who are either current or former executive officers, directors or employees of AltaGas or any of AltaGas' subsidiaries and who have indebtedness outstanding as of the Record Date (whether entered into in connection with the purchase of securities of AltaGas or otherwise) that is owing to: (i) AltaGas or any of its subsidiaries, or (ii) another entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by AltaGas or any of its subsidiaries.

Indebtedness of Directors and Executive Officers

AltaGas is not aware of any individuals who are, or who at any time during 2023 were, directors or executive officers of AltaGas, proposed nominees for election as directors of AltaGas, or any associate of any of those directors, executive officers or proposed nominees, who are, or have been at any time since January 1, 2023, indebted to AltaGas or any of its subsidiaries, or whose indebtedness to another entity is, or at any time since January 1, 2023 has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by AltaGas or any of its subsidiaries.

Interest of Informed Persons in Material Transactions

To AltaGas' knowledge, no director or executive officer of AltaGas or any of its subsidiaries, no proposed nominee or any of their respective associates or affiliates has any material interest, direct or indirect, in any transaction since January 1, 2023, or in any proposed transaction which has materially affected or would materially affect AltaGas or any of its subsidiaries.

Directors' and Officers' Liability Insurance

Directors' and Officers' liability insurance has been obtained for the directors and officers of AltaGas and its subsidiaries. Under this insurance coverage, directors and officers would be covered for amounts where AltaGas is unable or precluded from indemnifying them, and AltaGas would be reimbursed for indemnity payments made on behalf of the directors and officers of AltaGas subject to a deductible (which would be paid by AltaGas).

Additional Information

Additional information relating to AltaGas is available under AltaGas' profile on SEDAR+ at www.sedarplus.ca and on AltaGas' website at www.altagas.ca.

Financial information is provided in AltaGas' comparative financial statements and MD&A for the year ended 2023. AltaGas shall provide to Shareholders, without charge, upon request being made to AltaGas at Investor Relations, 1700, 355 – 4th Avenue SW, Calgary, Alberta T2P 0J1 or Investor.Relations@altagas.ca, a copy of AltaGas' 2023 annual financial statements, MD&A, and Annual Information Form. They can also be found on AltaGas' website at www.altagas.ca/invest/financials.

ADVISORIES

Forward Looking Information

This Circular contains forward-looking statements and information (forward-looking statements). Words such as "may", "can", "would", "could", "should", "will", "intend", "plan", "anticipate", "believe", "aim", "seek", "propose", "contemplate", "estimate", "focus", "strive", "forecast", "expect", "project", "target", "potential", "objective", "continue", "outlook", "vision", "opportunity" and similar expressions suggesting future events or future performance, as they relate to AltaGas or any affiliate of AltaGas, are intended to identify forward-looking statements. In particular, the Circular contains forward-looking statements with respect to, among other things, business objectives, expected growth, results of operations, performance, compensation strategy, business projects and opportunities and financial results. Specifically, such forward-looking statements include, but are not limited to, statements with respect to the following: AltaGas' long-term strategy and competitive advantage; AltaGas' role in the energy evolution; commitment to critical infrastructure upgrades within the Utilities and new infrastructure additions within the Midstream platform; expected fees payable to Morrow Sodali; AltaGas' ESG 2023 Update, highlights, commitments, strategies, practices, policies, priorities, targets and goals, AltaGas' ability to achieve and implement them into its businesses and operations, and any expected outcomes therefrom; the expectation that AltaGas' CEO will steer the company toward further growth and stakeholder value creation; upcoming changes to the Board and Board committees; anticipated benefits of ongoing infrastructure growth; AltaGas' commitment to delivering regular, sustainable and annual dividend increases while maintaining a dividend payout target of earnings; AltaGas' compensation governance highlights, programs and goals, AltaGas' ability to achieve them, and any expected outcomes therefrom; AltaGas' executive and director compensation programs, governance, philosophy and drivers and any expected outcomes therefrom; director independence determination; projected board and executive equity ownership requirements; AltaGas' 2024 strategic

priorities; dividend increase of 6% in 2024; AltaGas' Midstream long-term global export strategy; expected benefits from the five-year transportation agreement with Canadian National Railway Company; REEF reaching a positive FID; and the renewable natural gas project with Opal Fuels.

These statements involve known and unknown risks, uncertainties and other factors that may cause actual results, events, and achievements to differ materially from those expressed or implied by such statements. Such statements reflect AltaGas' current expectations, estimates, and projections based on certain material factors and assumptions at the time the statement was made. Material assumptions include: effective tax rate of approximately 21 percent, U.S./Canadian dollar exchange rates; inflation; interest rates, credit ratings, regulatory approvals and policies; expected commodity supply, demand and pricing; volumes and rates; propane price differentials; degree day variance from normal; pension discount rate; financing initiatives; the performance of the businesses underlying each sector; impacts of the hedging program; weather; frac spread; access to capital; future operating and capital costs; timing and receipt of regulatory approvals; seasonality; planned and unplanned plant outages; timing of in-service dates of new projects and acquisition and divestiture activities; taxes; operational expenses; returns on investments; dividend levels; and transaction costs.

AltaGas' forward-looking statements are subject to certain risks and uncertainties which could cause results or events to differ from current expectations, including, without limitation: health and safety risks; operating risks; infrastructure; natural gas supply risks; volume throughput; service interruptions; transportation of petroleum products; market risk; inflation; general economic conditions; cybersecurity, information, and control systems; climate-related risks; environmental regulation risks; regulatory risks; litigation; changes in law; Indigenous and treaty rights; dependence on certain partners; political uncertainty and civil unrest; risks related to conflict, including the conflicts in Eastern Europe and the Middle East; decommissioning, abandonment and reclamation costs; reputation risk; weather data; capital market and liquidity risks; interest rates; internal credit risk; foreign exchange risk; debt financing, refinancing, and debt service risk; counterparty and supplier risk; technical systems and processes incidents; growth strategy risk; construction and development; underinsured and uninsured losses; impact of competition in AltaGas' businesses; counterparty credit risk; composition risk; collateral; rep agreements; market value of the Common Shares and other securities; variability of dividends; potential sales of additional shares; labor relations; key personnel; risk management costs and limitations; commitments associated with regulatory approvals for the acquisition of WGL; cost of providing retirement plan benefits; failure of service providers; risks related to pandemics, epidemics or disease outbreaks and other factors discussed under the heading "Risk Factors" in AltaGas' most recent Annual Information Form dated March 7, 2024 for the year ended December 31, 2023 available under the company's profile on SEDAR+ at www.sedarplus.ca and on the company's website at www.altagas.ca.

Many factors could cause AltaGas' or any particular business segment's actual results, performance or achievements to vary from those described in the Circular, including, without limitation, those listed above and the assumptions upon which they are based proving incorrect. These factors should not be construed as exhaustive. Should one or more of these risks or uncertainties materialize, or should assumptions underlying forward-looking statements prove incorrect, actual results may vary materially from those described in the Circular as intended, planned, anticipated, believed, sought, proposed, estimated, forecasted, projected, targeted, or expected, and such forward-looking statements included in the Circular, should not be unduly relied upon. The impact of any one assumption, risk, uncertainty or other factor on a particular forward-looking statement cannot be determined with certainty because they are interdependent, and AltaGas' future decisions and actions will depend on management's assessment of all information at the relevant time. Such forward-looking statements speak only as of the date of the Circular. AltaGas does not intend, and does not assume any obligation, to update these forward-looking statements except as required by law. The forward-looking statements contained in the Circular are expressly qualified by these cautionary statements.

Non-GAAP Measures

This Circular contains references to certain financial measures used by AltaGas that do not have a standardized meaning prescribed by GAAP and may not be comparable to similar measures presented by other entities. Readers are cautioned that these non-GAAP measures should not be construed as alternatives to other measures of financial performance calculated in accordance with GAAP. These non-GAAP measures provide additional information that management believes is meaningful in describing AltaGas' operational performance, liquidity and capacity to fund dividends, capital expenditures, and other investing activities. Non-GAAP measures used in this Circular include normalized EBITDA, normalized FFO, normalized FFO per Share and normalized EPS. A description of these non-GAAP measures, including the specific rationale for, and incremental information associated with, each non-GAAP measure and their reconciliation to GAAP financial measures, as well as a discussion of the other non-GAAP financial measures and non-GAAP ratios utilized by the company, can be found in the sections entitled "Non-GAAP Financial Measures" beginning on page 28 and "Supplemental Calculations" beginning on page 33 of AltaGas' management's discussion and analysis for the year ended December 31, 2023, which section has been incorporated by reference in this Circular and is available under AltaGas' profile on SEDAR+ at www.sedarplus.ca.

AltaGas notes that additional adjustments to these non-GAAP measures may be made for compensation calculation purposes. Specifically, in making determinations with respect to the funding of the STI pool, the Audit Committee will consider whether any items unrelated to management performance disproportionately affected the normalized EBITDA and may make additional adjustments to the calculation of the target. In 2023, no additional adjustments were made to normalized EBITDA for compensation purposes.

SCHEDULE A: BOARD MANDATE

I. PURPOSE

The Board of Directors (the “Board”) of AltaGas Ltd. (“AltaGas” or the “Corporation”) is constituted and will act in accordance with the Articles and By-laws of the Corporation and with the *Canada Business Corporations Act* (the “Act”), as may be amended from time to time.

The Board is responsible for the stewardship of AltaGas by providing effective, independent oversight of the management of AltaGas’ business and affairs. This mandate shall not be taken to create a higher duty or increase the liability of the Corporation, its Board, or any of its Directors or management, beyond that otherwise provided by applicable law. The delegation of the management and affairs of the Corporation contained in this mandate, the committee mandates and any other delegation of authority approved for the Corporation are intended to improve the process of corporate governance and do not derogate from the Board’s oversight function.

II. MEMBERSHIP

The Articles of the Corporation provide for a minimum and a maximum number of Directors. The Board may determine from time to time, within the range set out in the Articles, the number of Directors to be nominated for election by shareholders at any meeting of shareholders. In addition, the Articles provide for the ability of the Directors to appoint one or more Directors between annual meetings of shareholders. Shareholders will approve the election of Directors at least annually in accordance with the Articles and the Act.

The Board must be composed of a majority of members who have been determined by the Board to be independent (in accordance with National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators).

The Board will appoint a Director to be Chair, who shall be independent for the purposes of all applicable laws and stock exchange requirements.

III. MEETINGS

Meetings of the Board shall be called and held in a manner consistent with and at any location contemplated in the Corporation’s By-laws. The Board will meet at least quarterly and, in addition, once annually to review long-term and strategic planning for the Corporation, and once annually to review the budget for the upcoming financial year.

The Chair shall act as chair of all meetings of the Board at which the Chair is present. In the absence of the Chair, the Directors present at the meeting shall appoint one of their number to act as chair of the meeting. Unless otherwise determined by the Board, the Corporate Secretary of the Corporation shall act as secretary of all meetings of the Board.

The Board may invite any of the Corporation’s officers, employees, advisors or any other person to attend meetings of the Board to assist in the discussion and examination of the matters under consideration by the Board.

In connection with each meeting of the Board, the independent Directors shall have the opportunity to meet without any member of management being present.

IV. DUTIES AND RESPONSIBILITIES

The Board has plenary power. Any responsibility not delegated to management or a committee of the Board remains with the Board. The Board has the responsibility to:

Ethics and Integrity

1. Promote a culture of integrity, diversity and inclusion, health and safety and responsible stewardship by approving standards for ethical business conduct for employees, officers and directors of AltaGas and its subsidiaries, including the Code of Business Ethics (COBE), and ensuring maintenance of key policies referenced in the COBE that drive sustainable and responsible operations.
2. Ensure policies and procedures are in place to monitor compliance with the COBE and key policies, and receive updates on material matters from its committees and management.

Strategic Planning

3. Adopt a strategic planning process and approve, on an annual basis, management’s strategic plan, taking into account the opportunities and risks associated with the business with a view to the sustainability of the Corporation.
4. Review the Corporation’s overall compensation philosophy and programs, including short- and long-term compensation, incentive, pension and/or retirement plans, to ensure alignment with the long-term strategy and interests of the Corporation and its stakeholders.

5. Regularly consider the Corporation's strategy, evaluate management's progress in meeting objectives that align with such strategy and consider any adjustments to strategy that may be required from time to time.
6. Review the Corporation's financial objectives, plans and actions and approve, on an annual basis, the Corporation's consolidated budget.
7. Review and approve all material transactions, including acquisitions, divestitures, capital allocations, expenditures and other transactions which have not otherwise been delegated to management to approve.

Oversight of Risk

8. Ensure management has implemented appropriate systems to identify, report, and manage the principal risks of the Corporation's business.
9. Consider the Corporation's risk profile and oversee the Corporation's risk management by, among other things, approving policies designed to implement risk mitigation measures and by regularly reviewing management's identification of the principal risks, and the risk mitigation measures and strategies employed by management.

Oversight of Management

10. Approve the appointment of executive officers of the Corporation, including the Chief Executive Officer (CEO), and delegate the necessary authority for the conduct of business.
11. Establish annual objectives for the CEO and monitor the CEO's progress against those objectives.
12. Review the performance of the executive officers and following a review of the recommendations of the Human Resources and Compensation Committee, approve the compensation for the executive officers.
13. Oversee succession planning for the CEO and other executive officers.
14. Oversee the Corporation's human resources strategy and plans, including its diversity and inclusion policies.

Financial Statements, Controls and Reporting

15. Review management's assessment of the integrity and effectiveness of the Corporation's internal controls and management information systems.
16. Approve and recommend to the shareholders the appointment and compensation of the external auditor.
17. Review the financial performance of the Corporation and declare dividends as appropriate.
18. Approve for public release, on the recommendation of the Audit Committee, the Corporation's financial statements, management's discussion and analysis and earnings news releases.

Corporate Communication and Public Disclosure

19. Ensure policies and procedures are in place for effective, timely and non-selective communications between the Corporation, its Shareholders, other stakeholders and the public.
20. Approve such continuous reporting disclosures as required under applicable laws and stock exchange requirements.
21. Establish procedures for receiving feedback from shareholders and establishing communications with the Board.

Governance and Sustainability

22. Approve the Corporation's approach to corporate governance, including annual review and approval of the corporate governance guidelines, the mandates of the Board and each committee of the Board, and the position descriptions for the Chair and CEO.
23. Consider and, where appropriate, approve the Corporation's approach to environmental, social and governance ("ESG") matters, including strategies, policies and practices, and review management's identification of impacts, risks and opportunities with respect thereto.
24. Ensure structures and procedures are in place to evaluate the independence of Directors, manage actual or potential conflicts of interest and ensure the Board functions independently of management.
25. Oversee succession planning for the Board and ensure regular assessment of the effectiveness of the Board as a whole, each committee, the Board Chair, the committee chairs and each individual Director.
26. Approve the size of the Board and the individuals to be nominated for election to the Board, subject to approval by the Shareholders.
27. Approve the compensation of Directors.
28. Retain and oversee independent counsel, outside experts and other advisors to advise the Board on any matter and compensate such advisors.

SCHEDULE B: SUMMARY OF LTI PLANS

Phantom Unit Plan

The Phantom Unit Plan is a long-term incentive plan designed to attract and retain individuals by awarding them for achievement of AltaGas' longer term objectives and success by granting them phantom units in the form of RUs and PUs (notional shares linked to Share price performance). Participants are paid with reference to the Share price at the time of vesting based on the achievement of AltaGas' performance targets during a three-year performance period, which promotes alignment of participant's interests with those of the Shareholders.

The Phantom Unit Plan, as amended and restated effective May 1, 2019, and grant agreements thereunder apply to all outstanding RUs and PUs.

Participation

All employees, directors and consultants of AltaGas and its subsidiaries are eligible to participate in the Phantom Unit Plan. Grants under the Phantom Unit Plan are approved by the Board. Non-employee directors do not receive PUs.

The Phantom Unit Plan provides for additional provisions to ensure compliance with Section 409A of the U.S. Internal Revenue Code of 1986, as amended, and the Treasury Regulations thereunder, as in effect from time to time ("Section 409A"), for those participants who are subject to the income tax laws of the United States of America in order to avoid taxes and penalties under Section 409A in relation to the RUs and PUs of such participant.

Except as required by law, PUs and RUs are not capable of being anticipated, assigned, transferred, alienated, sold, encumbered, pledged, mortgaged or charged and are not capable of being subject to attachment or legal process for the payment of any debts or obligations of a participant.

Dividends

Dividend equivalents are credited to participant's account in the form of additional RUs and PUs, as applicable, consistent with dividends paid on the Shares.

Vesting and Performance Multiplier

The vesting schedule and performance measures are specified at the date of grant.

Generally, RUs cliff vest three years from the grant date. In certain circumstances, including for new hires, RUs may vest after one year. In the case of all employees, vesting is subject to certain terms and conditions having been met, including continued employment of the recipient by the company on the vesting date and payment of a dividend by the company within the 12 months preceding the vesting date. On the vesting date, the number of RUs (including dividend equivalent RUs) is multiplied by the average closing price of the Shares for the 20 consecutive trading days prior to the vesting date to determine the cash payout.

PUs cliff vest three years from the grant date subject to certain terms and conditions having been met (including AltaGas achieving a threshold level of performance during the three-year performance period). The performance metrics associated with each PU grant are approved by the Board upon the recommendation of the HRC Committee, and the multiplier to be applied upon payout is also approved by the Board upon the recommendation of the HRC Committee, with input from the Audit Committee on the financial metric. Following the vesting date, the number of PUs (including dividend equivalent PUs) after application of the performance multiplier is multiplied by the average closing price of the Shares for the 20 consecutive trading days prior to the vesting date to determine the cash payout.

Termination, Change of Control and Other Events

The table below outlines the treatment of RUs and PUs granted prior to 2024 upon the occurrence of certain events. RUs and PUs granted to employees in 2024 and going forward are subject to pro-rata in the event of termination without cause in accordance with the terms of the grant agreements. RUs and PUs granted to executives continue to be governed by the terms of the Phantom Plan and their Executive Agreements.

Event	Treatment of Outstanding RUs/PUs
Termination for Cause/ Resignation	RUs and PUs are cancelled on the termination date.
Termination other than for Cause	Unless otherwise provided by agreement, RUs and PUs that may vest on or before the end of the notice period applicable to the terminated participant will be pro-rated to the termination date and remain outstanding until the relevant vesting date and RUs and PUs granted prior to 2024 that may vest on or before the end of the statutory notice period applicable to the terminated participant will remain outstanding until the relevant vesting date. RUs and PUs that will not vest during such notice period are cancelled on the termination date.
Permanent Disability	RUs and PUs are not pro-rated and continue to vest based on the grant date vesting schedule and remain subject to performance measures.
Retirement	Unless otherwise provided by agreement, RUs and PUs are pro-rated for a portion of performance period worked and remain subject to performance measures and continue to vest in accordance with the grant date vesting schedule; RUs granted to directors as part of their compensation are not pro-rated and continue to vest on schedule.
Death	RUs and PUs are pro-rated and vest at the termination date, the payout is based on a multiplier of 1.0x for PUs.
Change of Control	<p>Awards vest on a Change of Control (as defined below) only if: (i) there is also a termination without cause within one year of the Change of Control or (ii) if the resulting entity does not (a) have publicly traded securities or (b) does not or cannot assume AltaGas' obligations under the Phantom Unit Plan and outstanding agreements. In that case, the participant is entitled to the Change of Control Value (defined below) on the Change of Control. If less than a year has passed from the start of the performance period (making assessment difficult) a performance multiplier of 1.0x will be used.</p> <p>If AltaGas' obligations are assumed and:</p> <p>(i) the Board determines that benchmark security of the resulting entity will be substantially similar to the benchmark security used immediately prior to the Change of Control for purposes of assessing the satisfaction of performance measures on outstanding RUs and PUs, then the plan shall continue in force and effect and performance will be assessed on the original vesting dates based on the original performance measures for the RUs and the PUs, and any multipliers applicable to the PUs will be applied at such dates; or</p> <p>(ii) the Board determines that benchmark security of the resulting entity will not be substantially similar to the benchmark security used immediately prior to the Change of Control for purposes of assessing the satisfaction of performance measures on outstanding RUs and PUs, then the plan shall continue in force and effect in an appropriate manner and with appropriate amendments as determined by the Board (as constituted prior to the Change of Control), with the Change of Control Value (defined below) calculated on the Change of Control and payable on the original vesting dates, provided that the participant continues to be an eligible participant on such dates. If less than a year has passed from the start of the performance period (making assessment difficult) a performance multiplier of 1.0x will be used. If a participant is terminated without cause within 12 months following a Change of Control, then the participant is entitled to the Change of Control Value on the termination date.</p>

The above terms may be modified by agreement upon grant or by the terms of an agreement, including the Executive Agreements. The summary above does not include certain additional considerations set forth in the Phantom Unit Plan that apply to participants subject to the income tax laws of the United States of America as a result of Section 409A.

Calculating Change of Control Value

In the event of a “**Change of Control**”, which is defined as:

- the closing of any transaction pursuant to which any person or group of persons (other than an Affiliate) acting jointly or in concert acquires the direct or indirect beneficial ownership of securities of AltaGas representing more than 50% of the aggregate voting power of all of AltaGas’ then issued and outstanding securities entitled to vote in the election of directors of AltaGas;
- a consummated arrangement, amalgamation, merger, consolidation, take-over bid, compulsory acquisition or similar transaction (a “Transaction”) involving (directly or indirectly) AltaGas if, immediately after the consummation of such Transaction, the Shareholders immediately prior to the Transaction do not beneficially own, directly or indirectly, either (A) outstanding voting securities representing more than 50% of the combined outstanding voting power of the surviving or resulting entity in such Transaction or (B) more than 50% of the combined outstanding voting power of the parent of the surviving or resulting entity in such Transaction; or
- the closing of any sale, lease, exchange, license or other disposition of all or substantially all of AltaGas’ assets (a “Disposition”) to a person other than a person that was an Affiliate at the time of such Disposition, other than a Disposition to an entity where more than 50% of the combined voting power of the voting securities of such entity are beneficially owned by shareholders in substantially the same proportions as their beneficial ownership of the outstanding voting securities of AltaGas immediately prior to such Disposition, where the Board determines that the Phantom Unit Plan will continue but the benchmark security of the resulting entity is not comparable to the Shares (the benchmark security) under the Phantom Unit Plan, then the “Change of Control Value” is determined. Notwithstanding the above, for participants subject to the income tax laws of the United States of America, a Change of Control must also constitute a “change in control event” under Section 409A.

The “**Change of Control Value**” means:

- with respect to PUs, the vesting amount (with reference to the average closing price of the Shares) determined on the date of a Change of Control, taking into account that (A) non-TSR Related performance measures applicable to PUs are calculated assuming target performance (the multiplier will be 1.0x) and (B) TSR Related performance measures applicable to PUs are calculated as follows: (1) if the Change of Control occurs less than 12 months from the first day of the performance period related to such PUs, the TSR Related performance measures will be deemed to have been satisfied assuming target performance (the multiplier will be 1.0x); or (2) if the Change of Control occurs at least 12 months after the first day of the performance period related to such PUs, the TSR Related performance measures for such PUs will be determined based on actual performance as approved by the Board, as constituted prior to the Change of Control, with the multiplier determined based on such performance, and (C) the number of outstanding PUs is determined by applying any applicable weightings between the performance measures; and
- with respect to RUs, the vesting amount (with reference to the average closing price of the Shares) determined on the date of a Change of Control.

Subject to the termination provisions of the Phantom Unit Plan, the Change of Control Value will be paid in accordance with the original vesting schedule. The amount is payable within 90 days of vesting (or such other date as may be required to comply with Section 409A).

Anti-Dilution Provisions

The Phantom Unit Plan contains standard anti-dilution provisions.

Amendments to the Phantom Unit Plan

The Board may, from time to time and without Shareholder approval, alter, amend, suspend or terminate the Phantom Unit Plan in whole or in part. No termination or amendment of the plan may materially adversely affect the rights of any participant in respect of any phantom units that have been previously granted without the consent of such Participant unless, in the case of an amendment, it is required to comply with applicable laws, regulations, rules, orders of governmental or regulatory authorities or the requirements of any stock exchange on which the Shares are listed.

Option Plan

The Option Plan is a long-term incentive plan designed to attract and retain individuals by awarding them for achievement of AltaGas' longer term objectives by providing them with the opportunity to acquire an increased proprietary interest in AltaGas.

The Option Plan was last amended and restated effective February 27, 2019. The Option Plan was amended to, among other things, reduce the cap on dilution under the Option Plan from 10% to 5%, add a double-trigger concept to change of control and eliminate non-employee director participation in the plan in its entirety, which effectively reduced the grant limit to such individuals to zero. Under the terms of the Option Plan, re-introducing non-employee director participation or making grants to non-employee directors at any time in the future is not permitted without shareholder approval.

The amended and restated Option Plan applies to all outstanding Options except that the amended plan may not adversely affect the rights of the holder with respect to previously issued and outstanding Options without the consent of the holder.

Participation

All employees and service providers (as defined in the Option Plan) of AltaGas and its subsidiaries are eligible to participate in the Option Plan. All grants under the Option Plan are approved by the Board. No Options may be granted to non-employee directors of AltaGas.

No right or interest of any optionee in or under the Option Plan is assignable or transferable, in whole or in part, either directly or by operation of law or otherwise in any manner except by bequeath or the laws of descent and distribution or if so provided in the agreement governing the Option with the optionee, subject to the requirements of, or as otherwise allowed by, the TSX. Any such right or interest shall be exercisable during the lifetime of an optionee only by that optionee or his legal representatives or after the death of an optionee or on the optionee ceasing to be director, officer, employee, consultant or other personnel of AltaGas or an affiliate or AltaGas, only as specified in an agreement with the optionee.

Grant Limitations

The HRC Committee recommends to the Board the individuals to whom Options will be granted factoring in the following limits:

- the maximum number of authorized but unissued Shares that may be issued on the exercise of Options granted under the Option Plan shall not exceed 5% of the issued and outstanding Shares from time to time (on a non-diluted basis);
- the maximum number of authorized but unissued Shares that may be issued on the exercise of Options granted under the Option Plan, together with Shares that may be issuable pursuant to other security-based compensation arrangements, shall not exceed 10% of the aggregate of the outstanding Shares (on a non-diluted basis);
- the number of Shares reserved for issuance pursuant to Options granted to insiders of AltaGas, together with Shares that may be issuable pursuant to other security-based compensation arrangements, will not exceed 10% of the issued and outstanding Shares (on a non-diluted basis);
- the number of Shares that may be issued to insiders pursuant to the Option Plan and all other security-based compensation arrangements within a one-year period will not exceed 10% of the outstanding Shares (on a non-diluted basis); and
- the number of Shares that may be issued to an individual insider and that insider's associates pursuant to the Option Plan and all other security-based compensation arrangements within a one-year period will not exceed 5% of the outstanding Shares (on a non-diluted basis).

Terms

The number of Options to be granted to each eligible participant and the terms of the Options are fixed by the Board at the time of grant and set out in the grant agreement.

Under the Option Plan, the maximum term is 10 years, however grants made since 2014 have an expiry date that is six years from the date of grant. If the normal expiry of an Option falls within a blackout period, the expiry date shall be extended to the date that is seven business days following the end of the blackout.

Options generally vest over three years, with one-third vesting per year, or over four years, with one-quarter vesting per year. The exercise price is determined with reference to the closing price of the Shares, with the exercise price not lower than the closing price of the Shares on the TSX on the trading day immediately preceding the date of grant.

Termination, Change of Control and Other Events

The table below outlines the treatment of Options upon the occurrence of certain events under the Option Plan:

Event	Treatment of Outstanding Options
Termination for Cause	All vested and unvested Options are forfeited and cancelled on the termination date.
Termination other than for Cause (including resignation and retirement)	Vested and unexercised Options can be exercised up to the earlier of the normal expiry date and 30 days following termination. Unvested Options are cancelled on the termination date.
Death	Vested and unexercised Options can be exercised by the legal personal representative until the earlier of the expiry date and one year from the date of death. Unvested Options are forfeited and cancelled on the date of death.
Change of Control	Options granted prior to February 27, 2019 fully vest and become exercisable. For Options granted on or after February 27, 2019: (i) if there is a Change of Control where the resulting entity remains a publicly traded entity and assumes all of AltaGas' obligations under the Option Plan and outstanding agreements, Options will fully vest and be exercisable if there is a termination (other than for cause) on or within one year of the Change of Control. Such Options will be exercisable up to the earlier of the normal expiry date and 30 days following termination. (ii) if the resulting entity does not have publicly traded securities or the Board determines that the resulting entity cannot assume AltaGas' obligations under the Option Plan and outstanding agreements, Options will fully vest (conditional upon completion of the Change of Control) and the Board may permit holders of such Options to conditionally exercise such options to participate in the Change of Control.

The above terms may be modified by agreement upon grant or by the terms of an Executive Agreement.

Anti-Dilution Provisions

The Option Plan contains standard anti-dilution provisions.

Amendments to the Option Plan

Shareholder approval will be required for the following types of amendments:

- any increase in the total number or percentage of Shares that may be issued on the exercise of Options granted pursuant to the Option Plan;
- any amendment which reduces the option price of an Option;
- any cancellation and reissuance of an Option;
- any amendment extending the term of an Option beyond its original option period;
- any amendment which would permit Options to be transferable or assignable, other than for normal estate settlement purposes;
- amendments to the amendment and termination provisions of the Option Plan, which would include any amendment that permits non-employee directors to participate in the Option Plan; and
- amendments required to be approved by Shareholders under applicable law (including, without limitation, the rules, regulations and policies of the TSX).

Subject to the foregoing restrictions, the Board may amend, suspend or terminate the Option Plan in whole or in part, subject to any governmental, regulatory or exchange requirements at the time of the amendment. No termination or amendment of the Option Plan may impair the rights of any participant in respect of Options that have previously been granted without their consent unless otherwise expressly set forth in the Option Plan, or if required to comply with applicable laws, regulations, rules, orders of governmental or regulatory authorities or the requirements of any stock exchange on which common shares of AltaGas are listed.

Deferred Share Unit Plan

The Deferred Share Unit Plan (DSU Plan) is a long-term incentive plan designed to attract and retain individuals and afford such participants an opportunity to defer compensation by receiving a portion of their total compensation in DSUs. DSUs are notional shares that are linked directly to the Share price performance.

Participation

All employees and directors of AltaGas and its subsidiaries are eligible to participate in the DSU Plan. All grants under the DSU Plan are approved by the Board. Directors may elect to receive all or a portion of their annual Board retainer in DSUs. See "Director Compensation".

The DSU Plan provides for additional provisions to ensure compliance with Section 409A, for those participants who are subject to the income tax laws of the United States of America in order to avoid taxes and penalties under Section 409A in relation to the DSUs of such participant.

Dividends

Dividend equivalents are credited to each participant's account in the form of additional DSUs, as applicable, consistent with dividends paid on the Shares.

Terms

The number of DSUs to be credited to each participant's account or the value of the grant to be awarded (with the number of DSUs to be credited to each participant's account determined by dividing such value by the average closing price of the Shares on the TSX for the 20 consecutive trading days immediately preceding the grant date), and any other terms of the grant are fixed by the Board.

DSUs are fully vested upon grant and are immediately credited to the participant's account. Payment is not subject to satisfaction of any requirements regarding minimum period of membership or employment or other conditions and occurs following the participant's termination date with AltaGas, at which time the participant is eligible to redeem their vested DSUs in accordance with the terms of the DSU Plan.

Each participant is entitled to redeem his or her DSUs during the period commencing on the business day immediately following his or her termination date and ending on the last business day in December of the year following his or her retirement date by providing a notice of redemption to AltaGas in accordance with the terms of the DSU Plan. If a participant does not file a redemption notice in accordance with the DSU Plan on or before December 1 of the year following such participant's termination date, then December 1 (or the first business day thereafter) of the year following the termination date will be treated as that participant's redemption date. Upon redemption, the participant will be entitled to receive a cash payment equal to the number of DSUs being redeemed multiplied by the average closing price of the Shares for the 20 consecutive trading days immediately preceding the redemption date. In the event of death, provided that a redemption notice has not been filed with AltaGas in accordance with the DSU Plan, AltaGas will pay the redemption amount within the calendar year of the participant's death using the date of death as the redemption date.

The summary above does not include certain additional considerations set forth in the DSU Plan that apply to participants subject to the income tax laws of the United States of America as a result of Section 409A.

Termination for Cause, Misconduct or Fraud

If the participant is terminated for cause (in the case of an employee), or a director ceases to be a director as a result of or following any misconduct or fraudulent act, the participant forfeits all rights to any DSUs in their account.

Anti-Dilution Provisions

The DSU Plan contains standard anti-dilution provisions.

Amendments to the DSU Plan

The Board may, from time to time and without Shareholder approval, amend any provision of the DSU Plan or discontinue grants thereunder, subject to any regulatory or exchange requirements at the time of the amendment. Any amendment shall not impair any right of any participant pursuant to any DSU granted prior to such amendment unless the written consent of such participant is obtained, or such amendment is necessary to comply with applicable law.

No amendment shall be made which prevents the DSU Plan from continuously meeting the requirements of paragraph 6801(d) of the Income Tax Regulations (Canada) or any successor provision thereto.

Questions with respect to voting your Shares
before the proxy deposit deadline?

Please contact AltaGas' proxy solicitation agent,
Morrow Sodali, by telephone at:

1-888-777-1639 toll free in North America

(or 1-289-695-3075 by collect call outside of
North America)

or by email at assistance@morrrowsodali.com.

M O R R O W
S O D A L I

If you would like to receive a printed copy of the Meeting Materials, please phone:

1-866-962-0498 (if you are a registered shareholder) or 1-877-907-7643 (if you are a beneficial shareholder).

AltaGas



Petrogas

For investor relations inquiries contact:

✉ investor.relations@altagas.ca | 🌐 altagas.ca

☎ Telephone: 403.691.7100 | Toll-free: 1.877.691.7199

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