Nova Scotia Power Incorporated

Management Information Circular 2025

Nova Scotia Power Incorporated
2025 Annual Meeting of Common Shareholders
May 22, 2025

MANAGEMENT INFORMATION CIRCULAR

(as of March 19, 2025, unless otherwise specified)

Solicitation of Proxies

This Management Information Circular (the Circular) is furnished in connection with the solicitation of proxies by the management of Nova Scotia Power Incorporated (the Company or NSPI) for use at the Annual Meeting of shareholders of the Company (and any adjournment thereof) (the Meeting) to be held on May 22, 2025 at the time and place and for the purposes set forth in the Notice of Meeting delivered to shareholders. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the regular employees of the Company at nominal cost, or by outside parties. All costs of solicitation by management will be borne by the Company.

The contents and the sending of this Circular have been approved by the Board of Directors (defined below) of the Company.

Appointment and Revocation of Proxies

The individuals named in the accompanying form of proxy (the Proxy) are officers of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT THEM AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE PROXY AND INSERTING THE DESIRED PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE PROXY OR BY COMPLETING ANOTHER FORM OF PROXY.** A proxy will not be valid unless the completed form of Proxy is received by Mark G. Everett, the Corporate Secretary of the Company, no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof, unless the Chair of the Meeting elects to exercise their discretion to accept proxies received subsequently.

A shareholder who has given a Proxy may revoke it by an instrument in writing executed by the shareholder or by their attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to Mark G. Everett, the Corporate Secretary of the Company, at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chair of the Meeting on the day of the Meeting, prior to the commencement of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

Voting of Proxies

The persons named in the Proxy will vote or withhold from voting the common shares (Common Shares) represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

(i) each matter or group of matters identified therein for which a choice is not specified;
(ii) any amendment to or variation of any matter identified therein; and
(iii) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter. Management is not currently aware of any other matter that could come before the Meeting.

Voting Shares and Principal Holders Thereof

Authorized Capital:
1. an unlimited number of Common Shares without nominal or par value;
2. an unlimited number of first preferred shares, issuable in series; and
3. an unlimited number of second preferred shares, issuable in series.

Voting Shares Issued and Outstanding: 173,473,790 Common Shares without par value

The date for determining which shareholders are entitled to receive the accompanying Notice of Meeting is March 25, 2025. This is called the "Record Date." Only shareholders of record who hold Common Shares at the close of business on the Record Date will be entitled to vote. Each Common Share owned as of the Record Date entitles the holder to one vote.

On a show of hands, every individual who is present as a shareholder or as a representative of one or more corporate shareholders, or who is holding a Proxy on behalf of a shareholder who is not present at the Meeting, will have one vote, and on a poll every shareholder present in person or represented by a Proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each Common Share registered in their name or the name of the corporate shareholder(s) represented by them on the list of shareholders, which is available for inspection during normal business hours at the office of the Corporate Secretary of the Company and will be available at the Meeting.

To the best knowledge of the Directors and Executive Officers of the Company, the persons or companies who beneficially own, directly or indirectly or exercise control or direction over shares carrying more than 10 per cent of the voting rights attached to all outstanding Common Shares of the Company are as follows:

Name	Number of Common Shares	Percentage
Emera Incorporated Halifax, Nova Scotia	173,473,790	100%

Common Shares are the only voting shares at this time. All voting shares of the Company are beneficially owned by Emera Incorporated (Emera). Under Nova Scotia legislation that applies to the Company, no shareholder may own or control, directly or indirectly, more than 15 per cent of the outstanding voting shares that may ordinarily be cast to elect Directors other than Emera. Shareholders who are not residents of Canada may not hold, in the aggregate, more than 25 per cent of outstanding voting shares that may ordinarily be cast to elect Directors. These restrictions may be enforced by limiting non-complying shareholders' voting rights, dividend rights and transfer rights. Shareholders may be required, at any time, to furnish a statutory declaration to verify the number of shares held and/or residency in order to ensure compliance with these restrictions. For more information, see *Capital Structure* in NSPI's Annual Information Form which is available under the Company's profile on www.sedarplus.com.

BUSINESS OF THE MEETING

All resolutions placed before the Meeting must be approved by a majority of the votes cast.

1. **Financial Statements:** The audited financial statements of the Company for the fiscal year ended December 31, 2024 and the auditors' report thereon will be placed before the Meeting. These financial statements are available at www.sedarplus.com under NSPI's profile.

2. **Election of the Board of Directors**: The 10 nominees proposed for election as Directors at the Meeting are identified under *Director Nominees* in this Circular. All nominees are currently Directors of the Company and have served as Directors from the dates set out under *Director Nominees* below. Each of the 10 nominees has indicated their willingness to serve as a Director. Each Director elected at the Meeting will hold office until the next Annual Meeting of shareholders.

   The persons named on the accompanying Proxy intend to vote "for" the 10 nominees unless instructed otherwise by shareholders in their Proxy.

3. **Appointment of Auditors**: The Board pre-approves all services to be supplied by auditors and has reviewed the performance of Ernst & Young LLP, Chartered Accountants, including its independence, relating to the audit.

   The persons named on the accompanying Proxy intend to vote "for" the re-appointment of Ernst & Young LLP as auditors of the Company to hold office until the close of the next Annual Meeting of shareholders, unless a shareholder specifies their shares be withheld from voting.

   Ernst & Young LLP ("EY") have been auditors of the Company since August 24, 2012. The performance and independence of the auditors is assessed annually and subject to a comprehensive review every five years. The lead audit partner with EY is rotated at least every five years, consistent with independence rules, with a minimum cooling off period of five-years.

4. **Auditors' Fee**: The Company is incorporated under the *Companies Act*. Shareholder approval of the authorization of Directors to establish the auditors' fee is required pursuant to the *Act*.

   The aggregate fees billed by Ernst & Young LLP for the fiscal years ended December 31, 2024 and 2023, were as follows:

Service Fee	2024	2023
Audit Fees	$565,400	$416,700
Audit-related Fees	$56,500	$40,000
Tax Fees	$NIL	$NIL
All Other Fees	$NIL	$NIL

Total	$621,900	$456,700

The persons named on the accompanying Proxy intend to vote "for" the authorization of Directors to establish the auditors' fee for 2025, unless a shareholder specifies their shares be voted "against" such matter.

DIRECTOR NOMINEES

The Board of Directors of the Company (the Board of Directors or the Board) presently consists of 10 Directors and it is intended that there will be 10 Directors elected for the ensuing year.

Directors are elected for a one-year term and the term of the office of each of the current Directors expires at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees. Management does not contemplate that any of these nominees will be unable to serve as a Director. Each Director elected will hold office until the next Annual Meeting of the shareholders of the Company or until their successor is elected or appointed, unless their office is earlier vacated in accordance with the provisions of the *Companies Act* or the Articles of Association of the Company.

The following table states the name of each nominee for election as a Director, the jurisdiction in which they are ordinarily resident, any offices of the Company now held by such nominee, their principal occupation, and the period of time for which they have been a Director of the Company. Except as disclosed herein, no Director nominee beneficially owns, directly or indirectly, or exercises control or direction over, any Common Shares of the Company or its subsidiaries as at the Record Date. No Director nominee currently serves on the Board of Directors of another publicly traded company, except Mr. Balfour who is also a Director of Emera and Mr. Sood who is a Trustee of Crombie REIT.

Name & Municipality of Residence	Director Since	Principal Occupations During Past Five Years
Scott Balfour(1) Halifax, Nova Scotia Canada	2016	A Director and President and Chief Executive Officer, of Emera, a diverse energy and services company, since March 2018. Before that, Chief Operating Officer of Emera from 2016 to 2018. A Director of many Emera subsidiaries. Former Director of Martinrea International Inc. Chief Operating Officer of Emera from 2016 to 2018 and Executive Vice President and Chief Financial Officer of Emera from April 2012 to March 2016. From 1994 to 2011 Chief Financial Officer and then President of Aecon Group Inc., a Canadian publicly traded construction and infrastructure development company. Past Chair of the Ontario Energy Association.
Lee Bragg Fall River, Nova Scotia Canada	2010	Executive Chair of Eastlink, a cable and communication company, and its associated communications companies. Previously held various management positions with the Bragg Group of Companies.
Cassandra Dorrington Toronto, Ontario Canada	2021	President and Chief Executive Officer of Canadian Aboriginal and Minority Supplier Council, a not-for-profit organization, since 2010. Current Chair of Elevate International and CFIA Departmental Audit Committee (DAC), Treasurer for Federation of African Canadian Economics (FACE) and Vice Chair for Future of Hockey Lab. Founding member of both Supplier Diversity Advisory Committee (SDAC) and Global Supplier Diversity Alliance (GSDA). Current member of the Supplier Advisory Council for PWGSC. Former board executive member for Black Business Enterprises, CPA Canada and CMA National Board, Tribe and Dalhousie University Board of Governors.
Sandra Greer Halifax, Nova Scotia Canada	2014	Former President and Chief Executive Officer of Amirix Systems Inc (now Innovasea Canada) from 2002 to 2012, a company engaged in the design, manufacture and worldwide export of acoustic marine tracking devices. Currently sits on the Board of Innovasea, based in the US, and the Board of Precision Biologic. Previously Chair of the Board of the Nova Scotia Community College as well as former member of Acadia University Board of Governors, and the NSBI Board of Directors.
Peter Gregg Halifax, Nova Scotia Canada	2020	President and Chief Executive Officer of NSPI since October 2020. Prior to that the President and Chief Executive Officer of the Independent Electricity System Operator in Ontario. Previously the President and Chief Executive Officer of Enersource from 2014 to 2016 and before that Chief Operating Officer at Hydro One Networks.
Raymond Ivany(2) Wolfville, Nova Scotia Canada	2011	Former President and Vice Chancellor of Acadia University from April 2009 to June 2017. Holds the ICD.D designation and currently sits on the Board of Directors of the Bank of Canada. Previously Chair of the Worker's Compensation Board of Nova Scotia and President and Chief Executive Officer of the Nova Scotia Community College.

Name & Municipality of Residence	Director Since	Principal Occupations During Past Five Years
Daniel P. Muldoon Halifax, Nova Scotia Canada	2025	Executive Vice President, Project Development and Operations Support, Emera, a diverse energy and services company, Former Executive Vice President, Major Renewable and Alternative Energy, Emera; President and Chief Operating Officer of Compressed Natural Gas (CNG), Emera; and President and Chief Operating Officer of Emera Utility Services. A past member of the executive committee for Cigre Canada – International Council on Large Electric Systems. Previously served on both the Transmission and Distribution Councils for the Canadian Electricity Association and is a past Board Member of the Cape Breton Partnership.
Julia Rivard Dexter Fall River, Nova Scotia Canada	2020	Co-Founder and Chief Executive Officer, Shoelace Learning Inc., an education platform. A former Olympian and previously served as Chief Executive Officer of SheepDogInc.ca. Former Vice Chair of the Board of Governors of the Nova Scotia College of Art and Design, a member of the Canadian Olympic Committee, and past member of the Nova Scotia Premier's Advisory Council. Holds both the OLY and ICD.D designations.
J. Mark Rodger Toronto, Ontario Canada	2018	Senior partner and Toronto Regional Co-Chair of the Energy Markets & Infrastructure Group with the law firm, Borden Ladner Gervais LLP, Toronto office. Director of the Macdonald-Laurier Institute, Ottawa. Former Director and Chair of the Board of Logistec Corporation, Montreal, Quebec.
Vivek Sood Halifax, Nova Scotia Canada	2024	Former Executive Vice President, Related Businesses, Empire Company Limited and Sobeys Inc., and served as Executive Sponsor for Empire's Enterprise Resource Planning Initiative and Chair of Empire's Diversity, Equity, and Inclusion Council. Currently serves as a Trustee of Crombie REIT (member of the Investment Committee) and The Canadian Museum of Immigration at Pier 21 (Vice-Chair of the Board and Chair of the Audit and Risk Oversight Committee). Director for the Art Gallery of Nova Scotia (Chair of Human Resources/Governance Committee). Board Governor for Saint Mary's University (member of the Audit and Risk Committee). Honourary Lieutenant-Colonel of 1st (Halifax-Dartmouth) Field Artillery, RCA Regiment. Holds a Masters of Business Administration from Saint Mary's University, and both the CFA and ICD.D designations.

(1) Chair of the Board since May 2016. Mr. Balfour is President and Chief Executive Officer of Emera.
(2) Lead Director since May 2024

Corporate Cease Trade Orders or Bankruptcies

No nominee for election as Director of the Company is, as at the date of this Circular, or was within 10 years before the date of this Circular, a Director, Chief Executive Officer (CEO) or Chief Financial Officer (CFO) of any company that:

(a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued while the proposed Director was acting in the capacity as Director, CEO or CFO; or
(b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days, that was issued after the proposed Director ceased to be a Director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as Director, CEO or CFO.

No nominee for election as Director of the Company:

(a) is, as at the date of this Circular, or has been within the 10 years before the date of this Circular, a Director or CEO of any company that, while that 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
(b) has, within 10 years before the date of this Circular, 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 the assets of the proposed Director.

No nominee for election as Director of the Company has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed Director.

Directors' DSU Plan

Under the Directors' Deferred Share Unit and Share Purchase Plan (the "Directors' DSU Plan"), non-employee Directors may elect to receive all or any portion of their cash compensation in DSUs in lieu of that cash compensation, subject to the requirement to receive a minimum portion of their annual retainer in DSUs and subject to the Emera Director Share Ownership Guideline.

Directors' fees are paid on a quarterly basis and, at the time of each quarterly payment, the applicable amount is converted to DSUs. The number of DSUs to be credited is determined by dividing (a) the quarterly portion of the Director's annual fee that the Director is required to receive in DSUs, together with the portion the Director elected to be paid in DSUs by (b) the fair market value of an Emera common share on the last trading day of the preceding calendar year, with fractions computed to three decimal places.

A DSU is a unit that has a value based upon the value of one Emera common share. When a dividend is paid on Emera's common shares, the Director's DSU account is credited with additional DSUs computed by dividing: (a) the amount obtained by multiplying the amount of the dividend declared and paid per common share by the number of DSUs recorded in the Director's account on the record date for the payment of such dividend by (b) the market price of a common share as of the dividend payment date.

DSUs are only redeemable in cash after the Director's departure from the Board.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

NSPI's Board of Directors annually reviews its approach to corporate governance practices. They monitor best practices in order to enhance governance to provide stewardship to NSPI and to oversee management of the business. Set out below is a description of the corporate governance practices of the Company.

Board of Directors

All Directors nominees are independent from management, except Mr. Gregg, who is President and CEO, Mr. Balfour, who is President and CEO of Emera and Mr. Muldoon, who is Executive Vice President, Project Development and Operations Support, Emera.

To be considered independent, a Director must be independent as defined under applicable Canadian securities laws and, in particular, must be free of any direct or indirect material relationship which could, in the view of the Board of Directors, be reasonably expected to interfere with the Director's independent judgment. Use of the term "independent" in relation to a Director in this Circular shall refer to the foregoing meaning of that term. None of the seven independent Directors receive remuneration from the Company other than Directors' retainers, fees or fees for service as committee members.

There were seven (7) Board meetings during 2024. At each regularly scheduled Board meeting as a matter of course, an opportunity is provided for an in-camera session at which management is not present. Additionally, since the appointment of a Lead Director in May 2019, there is also an opportunity for an in-camera session of only independent Directors of the Board at each regularly scheduled Board meeting led by the Lead Director.

Board Mandate

The Board of Directors is responsible for overseeing the management of the business of the Company. The Board is also responsible for overseeing matters of integrity, strategic planning, risk responsibility, leadership and succession, financial reporting, customer service, health, safety and environment, corporate communications and public disclosure, and corporate governance.

Position Descriptions

Chair of the Board

The Chair of the Board, Mr. Balfour, is responsible for leading the Board in fulfilling its duties effectively and efficiently. The Chair helps ensure Board meetings function effectively, provides leadership of the Board and provides advice and counsel to Directors and the President and CEO. The Chair participates in the recruitment of Directors and the assessment of their performance.

Lead Director

The Lead Director role was established by the Board in May 2019. Subsequently, the Articles of Association were amended on September 4, 2021 to establish the process for the appointment of a Lead Director. The responsibilities of the Lead Director include supporting the Board Chair in leading governance of the NSPI Board consistent with the Board's Charter; arranging at each regularly scheduled Board meeting to meet separately with only independent Directors present; reporting any concerns of independent directors to the Board Chair and, if deemed necessary by the Lead Director, to the Board; chairing meetings of the Board when the Board Chair is not in attendance; assuming the responsibilities of the Board Chair during meetings of the Board when the Board Chair declares a conflict or otherwise excuses himself from the discussion on an agenda item at a Board meeting and does not participate in a vote; and carrying out special assignments or any functions on behalf of the Board as requested by the Board or the Chair. The Lead Director also conducts of an annual evaluation of the Chair of the Board by engaging with each independent Director on the Chair's performance and to ensure there are no concerns regarding the role of the shareholder in Board governance. Mr. Ivany, was appointed Lead Director in May 2024 following the retirement of his predecessor as Lead Director, Mr. James Eisenhauer.

President and Chief Executive Officer

The roles and responsibilities of the President and CEO are contained in their employment contract and in the Articles of Association which provide that the person is the chief executive for the Company.

Orientation and Continuing Education

The Board and management believe that for new Directors to be effective in their roles they must be knowledgeable about the Company, its strategy, strengths and challenges. As well, effectiveness is enhanced as the new Directors form a collegial working relationship with other members of the Board in order to best bring their skills and knowledge to the operation of the Board.

New Directors receive an orientation to the Company that familiarizes them with the business, investments and key personnel of the Company and allows them to effectively integrate with other Board members.

Opportunities for tours of the Company's plants and facilities occur for new and existing Directors. A reference manual is provided in advance of an orientation session for a new Director that includes the following:

(a) recent annual and interim management's discussion and analysis (MD&A) and financials, Management Information Circular and Annual Information Form;
(b) Board Charter;
(c) Strategic Plan and Business Plan;
(d) guide to the Company's management structure;
(e) insider trading guidelines; and
(f) Emera Code of Conduct.

Orientation and Continuing Education for Directors

The oversight function of Directors is enhanced when they are well informed about the Company's business and its industry. Management continually seeks opportunities to update, educate and inform the Directors in areas they request or that management determines are relevant to issues facing the Company.

The Board receives regular presentations from senior management updating Directors about market and industry conditions and trends that may impact the Company's existing business and influence its strategy. The Board also receives periodic specialized presentations on various matters of significance to the Company from management and the Company's outside advisors.

The Board encourages and pays for Directors to pursue education sessions provided by third parties that are directly related to the business of the Company and the performance of their duties as a Director of the Company. As such, Directors individually attended a variety of relevant educational or training sessions to enhance their effectiveness as members of the NSPI Board.

Ethical Business Conduct

The Board is committed to sustaining a culture of integrity and ethical business practices throughout the Company. The Board encourages and promotes a culture of ethical business conduct.

The Emera Code of Conduct applies to all Board members of NSPI and its affiliates, in addition to all officers and employees of NSPI. In addition, the Board of Directors has adopted the governance practice of requiring all Directors of the Company to complete annual training on the Emera Code of Conduct.

The Code of Conduct is available on the Emera's website at www.emera.com, or a copy may be obtained by contacting the Chief Human Resources Officer, Emera, P.O. Box 910, Halifax, Nova Scotia B3J 2W5.

Transactions between NSPI and related parties are monitored in several ways to determine that such transactions comply with applicable laws, regulatory rules and Emera's Code of Conduct. In particular:

- All related party transactions entered into by NSPI are governed by an Affiliate Code of Conduct approved by the Nova Scotia Utility and Review Board. Directors, officers and employees receive annual training on the Affiliate Code of Conduct.

- Under the NSPI's Board of Directors Charter, the Board is responsible for reviewing any transaction with a value equal to or greater than $2 million (CDN) under which it is proposed that NSPI acquire or provide to an affiliate of NSPI any goods, services, leases, asset transfers or other exchanges of value, other than energy and fuel transactions with affiliates. All such affiliate transactions require the approval of a majority of the independent Directors of the Board in order to be approved by the Board. Energy and fuel transactions with affiliates (whether greater than $2 million (CDN) or not) are not among the affiliate transactions that require review by the Board or the approval of a majority of the independent Directors of the Board.

- Further, under the NSPI's Board of Directors Charter, if a Director becomes aware of any actual or potential conflict between their duties or obligations to NSPI and any other company of which they are a director, officer or employee, the Director will inform the Board of such conflict. If the Board determines there is a conflict, the Director will recuse them self from any deliberations by the Board on matters involving the conflict.

- Under the Company's Articles of Association, Directors are required to declare any interest which they may have in a matter before the Board. In any matter requiring approval of the Board, a Director is prohibited by the Articles from voting in respect of the matter in which the Director is interested.

- Under Emera's Code of Conduct, Directors, officer and employees of the Company cannot own more than a 10 percent interest in, or act in the capacity of a Director, officer, partner, consultant, employee or agent for a supplier, contractor, sub-contractor, Emera customer, competitor or any other person or organization with which the Company has a similar relationship, without the express prior approval of NSPI's President, Board Chair or its Board of Directors, as the case may be. They must also seek similar approval when a company, partnership or business in which they, or a member of their family, own more than a 10 percent interest, or in which they are a Director, partner, officer, consultant, employee or agent seeks to do business with any Emera Company.

Nomination of Directors

The Company's Board of Directors is responsible for providing the Company with a list of nominees for election as Directors prior to each Annual Meeting of shareholders of the Company. The Board creates and reviews the criteria for selecting Directors, with consideration to professional skills, business experience, diversity including gender, personal qualities, and other qualifications of each Director and Director candidate, as well as the size, diversity and mix of skills of the Board overall.

Board Composition

The Company is focused on establishing and maintaining a Board with a diverse mix of experience, skills, and backgrounds. To ensure that there are a significant number of women on the Company's Board of Directors, the Company has a long-standing written corporate governance practice with respect to the required number of Directors who are female. This governance practice was amended in 2021 to increase the number of female Directors required on the Board from 25 per cent to 30 per cent. In addition, the Board also adopted the goal of having equal number of female external Directors as male external Directors.

Three of the external Director nominees are female and four of the external Director nominees are male (seven of all Director nominees). Female Director nominees therefore represent 42 per cent of external Director nominees (30 per cent of all Director nominees). As such, the list of Director nominees meets the Company's practice with respect to female Directors.

Diversity, Equity and Inclusion

The Board of Directors has endorsed a multi-year and multi-faceted Diversity, Equity, & Inclusion plan for the Company. The plan includes metrics in several areas, including diversity and gender aspirational goals for a variety of paygrade groupings, including senior leaders. The Company believes in the benefits of diversity, equity and inclusion and among the executive positions within the executive leadership team for the Company, currently four are women, representing 57 per cent.

Ad Hoc Committees

From time to time the Board may establish ad hoc committees to assist the Board on specific matters of a temporary nature, but the Board does not currently have any standing committees.

Board and Director Performance Assessments

The Board regularly assesses its effectiveness in order to find ways to improve its performance. The Board annually reviews the process by which Director performance assessments will be conducted. The assessment process has included the use of a questionnaire and one-on-one interviews with each Directors by the Board Chair. A report on the assessment is provided to the Board of Directors at a Director-only session. To the extent any issues arising from the assessment are identified, an action plan is developed and progress is monitored by the Board.

The independent Lead Director also meets with the independent Directors to evaluate the performance of the Chair.

2024 Board and Director Performance Assessment

For the 2024 Board and Director Performance Assessment, the Chair spoke to each Director of NSPI in order to receive feedback about the effectiveness of the Board's operation. The Chair reported on the assessment to the Board at its meeting on February 12, 2025.

The Lead Director also conducted an evaluation of the Board Chair through one-on-one interviews with each independent Directors to receive feedback about the performance of the Chair and to help ensure there were no concerns with the role of the shareholder in Board governance. The Lead Director reported on the assessment at an independent Director-only session at the Board meeting on February 12, 2025.

STATEMENT OF EXECUTIVE COMPENSATION

The Emera and NSPI Boards of Directors make decisions on the compensation for NSPI's Executive Officers. The NSPI Board approves the annual compensation adjustments for NSPI's executives, excluding the President and CEO and the "Named Executive Officers" or "NEOs" as discussed below, which are approved by the Emera Board on the recommendation of Emera's Management Resources and Compensation Committee (MRCC). In addition, the NSPI Board approves the annual results of the NSPI Scorecard. The MRCC oversees the administration of the Long-term Incentive Program. For purposes of this *Statement of Executive Compensation*, the term "Company" may refer to NSPI, Emera or both, as applicable.

Compensation Philosophy

The purpose of the Company's executive compensation program is to:

- attract, retain and motivate highly qualified and high-performing executives; and
- align the interests of executives with the interests of the Company's customers and shareholders.

Programs include both short- and long-term incentive plans that are designed to reflect the Company's pay-for-performance philosophy and to provide for a significant portion of an executive's compensation to be at risk, while aligning the structure of programs and payouts with sound risk management and good governance principles.

Market Competitiveness

The Company's executive compensation program is designed to generally provide total target compensation at the median or 50th percentile of compensation paid by similarly sized companies in similar industries. Pay positioning, in some specific cases, can be above or below the median based on experience, uniqueness of responsibilities and performance. "Total direct compensation" for senior management, including the named executive officers (NEOs), is comprised of base salary, target short-term incentive and target long-term incentives linked to total shareholder value.

Pay-for-Performance

A core principle of the Company's executive compensation philosophy is that a significant portion of executive compensation must be at risk and linked to the achievement of objectives that measure whether shareholders are receiving strong value for their investment. The at-risk components include both short- and long-term incentives, which establish measurable financial, customer, asset, safety, environment, and people objectives that, if achieved, add value to the Company.

The incentive compensation plans are designed to pay larger amounts for superior performance and smaller or zero amounts if target performance is not achieved. The Company must achieve a threshold level of performance for any payment against a particular objective. Executives' performance against those objectives is measured and rated by the President and CEO, the NSPI Board, the MRCC and the Emera Board.

Generally, the at-risk compensation component of total compensation increases in conjunction with the individual executive's level of responsibility. Management considers many factors when developing the incentive plans, including current compensation trends, plan costs (including maximum payout values), expected value to be delivered to participants and analysis of threshold, target and stretch payouts. Both short and long-term incentive plan designs are modelled using historical and prospective performance scenarios. This stress testing provides the MRCC and NSPI Board with reasonable assurance that the plan payouts will be appropriate and aligned with shareholder and Company objectives. The Company conducts analyses every year to determine how actual payouts compare to expected payouts and whether the plan components and design require any changes.

The NSPI Board and MRCC reserve the right to exercise discretion in recommending that the Emera Board adjust compensation payouts to align with Company results, which may include refraining from paying out any amounts under the incentive compensation plans where circumstances warrant.

Governance

The MRCC and NSPI Board are responsible for reviewing the alignment of the Company's compensation programs, including incentive pay programs, with the Company's strategic plans, performance and risk management principles. The MRCC and NSPI Board annually review compensation for senior management of the Company.

The MRCC oversees the administration of the long-term incentive programs, including stock options, performance share units (PSUs), Restricted Share Units (RSUs) and deferred share units (DSUs) in accordance with the provisions of the respective plans.

The MRCC and NSPI Board retain the services of independent compensation advisors to assist in discharging their duties, including determining the compensation payable to the President and CEO and other senior executives.

Since 2007, the MRCC has engaged Hugessen Consulting Inc. ("Hugessen") as its principal advisor to provide independent advice, compensation analysis and other information for compensation recommendations. Hugessen provides advice on the competitiveness and appropriateness of compensation practices and comparator groups for the Company and provides advice to the MRCC on policy recommendations made by management. As independent advisors to the MRCC, Hugessen does not provide any professional services to management. All fees paid to Hugessen are paid by Emera directly and not by the Company.

In addition to the MRCC's compensation advisor, in 2024 Emera management engaged the services of Mercer (Canada) Ltd. ("Mercer") and TelusHealth to assist in executive compensation matters.

In making its decisions on the compensation program, the NSPI Board and MRCC review information and recommendations provided by Hugessen, Mercer, and TelusHealth, but all decisions remain the responsibility of the MRCC, the NSPI Board and the Emera Board.

Risk Management and Compensation

As part of the oversight responsibilities for the design and administration of the Company's executive compensation programs, the MRCC and NSPI Board identify and discuss design features or processes that may potentially represent conflicts of interest or inducements for unnecessary or excessive risk-taking by senior executives.

The MRCC and NSPI Board also regularly monitor industry trends with respect to risk management and conduct an annual risk assessment. The compensation programs and policies are designed to incorporate the Company's view on appropriate risk.

Annual Compensation Risk Assessment

In 2024, the MRCC conducted its annual compensation risk review of its executive compensation programs and policies. To assist in the review, Mercer was engaged by Emera management to evaluate their previous year's comprehensive risk assessment for any material changes over the course of the year. Mercer again concluded that the Company has risk mitigation policies in place that are aligned with market best practices and did not identify any material risks arising from the Company's compensation policies and practices.

COMPENSATION DISCUSSION AND ANALYSIS

For the purposes of compensation disclosure, the individuals disclosed in this Compensation Discussion and Analysis are the President and CEO, the CFO, and the next most highly compensated executive officer of NSPI or its subsidiaries, as defined by Canadian securities legislation (the "Named Executive Officers" or "NEOs") as set out below. R. Michael Roberts, CHRO of the company and of Emera has been identified as the next most highly compensated executive officer of NSPI as of the end of the 2024 fiscal year.

- **Peter Gregg,** President and Chief Executive Officer of the Company from January 1, 2024 to December 31, 2024.
- **Greg Blunden**, Chief Financial Officer of the Company and of Emera from January 1, 2024 to December 31, 2024; and
- **R. Michael Roberts,** Chief Human Resources Officer of the Company and of Emera from January 1, 2024 to December 31, 2024.

Compensation Process

Benchmarking Data

The NSPI Board and MRCC are responsible for annually reviewing the composition and use of comparator groups and to assist in determining the compensation recommendation for the Company's senior executives which are then brought to the Emera Board for approval. The MRCC and NSPI Board undertake periodic reviews of compensation design and total compensation opportunities for the senior management team, which helps ensure the programs are current and that they fairly compare for particular roles, recognizing varying responsibility and scope of executive positions within the Company.

Management engages the services of Mercer, an independent compensation advisor, to compile market information on senior management compensation relating to base salary, short-term and long-term incentives. The MRCC also uses its independent compensation advisor, Hugessen, to assist in providing benchmarking data and advice when setting executive compensation levels and making changes to the Company's compensation programs.

A complete benchmarking review takes place at least every two years and the scope of services includes: competitive market reviews of senior executive compensation levels; review and observations of current executive compensation philosophy, policies and practices; and a review of pay and performance comparators.

2024 Compensation Decisions

To assist in determining the appropriate compensation ranges for base salaries, target short-term incentives and target long-term incentives for the senior executive team at the beginning of 2024, the NSPI Board and MRCC reviewed compensation data based on a comparator group of companies.

For the President and CEO role, the comparator group primarily consisted of companies in the Canadian utility sector that are of comparable size to NSPI, which was generally viewed as being within the range of half to twice NSPI's revenue and total asset size. The following is the comparator groups for the President and CEO:

Pay Benchmarking Comparator Group (Applicable to President & CEO)

Utilities Industry Comparators	
Alberta Electric System Operator	FortisBC Inc.
ENMAX Corporation	Northland Power Inc.
EPCOR Utilities Inc.	Toronto Hydro Corp.
Fortis Alberta Inc.	

The Company's comparator group for the CFO and CHRO are described in the Compensation Discussion and Analysis section of Emera's Management Information Circular dated March 19, 2025, and which is available under Emera's profile on SEDAR+ at www.sedarplus.com.

The MRCC and NSPI Board continue to regularly review the composition of this comparator group to ensure they continue to reflect the Company's characteristics.

In addition to using publicly disclosed compensation data from the companies in the comparator group, for additional comfort, the MRCC and NSPI Board also considers executive compensation data from energy and services companies with similar revenues to NSPI and Emera in Mercer's Total Compensation Survey for the Energy Sector. In some cases, the MRCC and NSPI Board may consider executive compensation data from general industry companies of similar size to NSPI and Emera in Mercer's Benchmark Database Survey.

With the assistance of Hugessen and Mercer, the NSPI Board and MRCC conducted a compensation benchmarking review of the executive team for 2024 using the above companies and survey data and undertook a review of the competitiveness and appropriateness of NSPI and Emera's compensation programs. More details on the results of the review are provided in the next section.

Annual Compensation Review Process

For each executive position, a range for base salary, target short-term incentive, and target long-term incentive is established annually, using the benchmarking data along with other information on industry trends for positions of similar scope and responsibility.

Annual performance assessments are conducted on members of the senior management team, including each of the NEOs, which shape the annual salary adjustment recommendations. Based on the performance assessments and the benchmarking data, the Emera MRCC, NSPI Board and Emera Board make decisions on total target compensation for each NEO. As part of the annual compensation review process, the MRCC and Boards review emerging best practices and risk considerations.

At the end of 2023, both Management's compensation advisor, Mercer, and the MRCC's compensation advisor, Hugessen, provided the results of their benchmarking reviews, which assisted in setting the compensation levels for the NEOs for 2024.

The changes made to the compensation of the respective NEOs in 2024 are reflected in the *Table of compensation excluding compensation securities*.

Elements of Compensation

Base Salary

As noted above, the MRCC and NSPI Board are responsible for annually reviewing the composition of the compensation the Company pays its executives, including base salary. While the MRCC and NSPI Board focus on total compensation as a whole (which consists of base salary, short-term incentive and long-term incentives), base salary remains an important part of the overall compensation package the Company offers its executives.

Short–Term Incentive Program

The compensation awarded under the Short-Term Incentive Program (STIP) links a portion of an executive's compensation to the achievement of predetermined levels of performance in support of corporate and business unit objectives. These objectives are designed to focus on short-term goals (typically on an annual basis) that are intended to deliver value to customers and contribute to increased shareholder value in the longer term. Emera and NSPI have adopted the scorecard approach to translate corporate strategies into measurable incentive plan goals. Target payouts under the scorecards are generally set as a percentage of salary and are benchmarked against the median for positions with similar responsibilities in comparator companies.

The NSPI and Emera Boards approve scorecards that set forth corporate objectives and related threshold, target and stretch performance levels to be achieved each year. Short-term incentive payouts for senior management, including the NEOs, are based on scorecard results with potential payouts ranging from 0 to 200 per cent of target. Short-term incentive payouts for all NEOs are calculated based on results achieved through a corporate scorecard.

2024 Short-Term Incentive Results

The 2024 NSPI Scorecard set out corporate objectives and related threshold, target and stretch performance levels for 2024. It was used to determine the short-term incentive payout for Mr. Gregg. No portion of any Executive's STIP, including Mr. Gregg, is included in NSPI rates.

The NSPI Scorecard is developed and recommended by NSPI management for approval by the NSPI Board at the beginning of each year. The following table shows the objectives of the NSPI Scorecard for 2024. For non-financial measures, all threshold and target level measures must be achieved to reach target level performance, and all threshold, target, and stretch measures must be achieved to reach stretch level performance.

Corporate Objective	Targets	Weight-ing (%)	Result	Payout (%)
Safety Achieve World Class Safety	Objectives included: • **Threshold:** 90% of Senior Leadership Team to complete one Health & Safety Engagement activity per quarter and 80% of Operations Supervisors to complete a Safety Observation at least 12 times per quarter (including NSP and Contractors), focused on high energy work. • **Target:** No High-Energy related Serious Injuries (HSIF). • **Stretch:** Lost Time Injury (LTI) Rate <= to the 5yr rolling average; Zero HSIF for Contractors.	20	Target	20
Environment Build and maintain an environmental program that manages compliance and controls risks	Objectives included: • **Threshold:** Establish climate adaptation management system (of field/plant assets risks) and develop/update key risk management plans for 2024 as appropriate. • **Target:** Achieve 2024 key outcomes for the decarbonization plan (ECEI), including the battery, transmission and fast acting generation projects, as well as the financial framework to advance the investments. • **Stretch:** Complete 2024 elements of Hydro Planning & Prioritization initiative in collaboration with DFO and the Mi'kmaq. This includes development of a 5-year Prioritized Hydro Capital plan that aligns dam safety and other capital investments with new compliance requirements under the Fisheries Act and addresses concerns from involved Mi'kmaq communities.	10	Stretch	20
People & Culture Foster high performance culture through results and the diversity of our people	Objectives included: • **Threshold:** 95% of senior leaders develop and implement leadership action plans from the 2023 Annual Employee Survey (aimed to improve confidence in leadership decisions, show trust in the judgement of people, or to inspire employees with a clear vision for the future) - with tracked completion **plus** 95% of Nova Scotia Power employees complete Cyber Security training. • **Target:** 85% of people leaders identify at least 1 additional DE&I action item from 2023 survey (management supports equal opportunity for all employees) - with tracked completion **plus** achieve phishing test "click rate" results with an anticipated goal of 4.5% or lower (after removing best & worst month results). • **Stretch:** Individual 24-month Development Plan for each Director, developed, approved and progress tracked **plus** achieve phishing test "click rate" results with a goal of 3.5% or lower at the end of the year (after removing best & worst month results).	10	Stretch	20
Customer & Growth Building a reputation for customer experience	Objectives included: • **Threshold:** 70% employee participation in CX Strategy rollout to enable implementation CX Strategy Employee Engagement Pillar **plus** complete 10. Customer Group/ Community Stakeholder Engagement meetings/consultations. • **Target:** Deliver on 2024 WAM/MOS identified "high priority" work scheduling optimization opportunities including measured improvement in key customer service level metrics such as Wiring Permit/Inspection timelines. • **Stretch:** Achieve Reliability CSAT metric of 75% **and/or (prorated)** prorate with 2024 scope for EV Charging Network and Customer Demand Response project(s).	15	Target (1)	15

Corporate Objective	Targets	Weight-ing (%)	Result	Payout (%)
Asset Management Operate, maintain and invest in the assets serving our customers, fostering customer trust	Objectives included: • **Threshold:** Complete cost reduction initiatives (valued at $2M) managed as developed by the Business Value Team (BVT). **Target:** 5% Improvement on the average time to restore service during "Blue Sky" outage events ("Blue Sky" CAIDI <= 1.82) **or** 5% Improvement on the average time to restore service during "Storm" events ("Storm" CAIDI <= 9.82) . • **Stretch** (1–50%): 15% Improvement in Hydro reliability (DAFOR <= 9.6 percent - high priority units only) **plus** 10% Improvement on the number of hours the average customer experiences during "Blue Sky" outage events. ("Blue Sky" SAIDI <= 3.75) **or** 10% Improvement on the average time to restore service during "Storm" events. ("Storm" CAIDI <= 9.31).	15	Target (2)	15
Financial(3)(4) (5) Sustainable Financial Results	Objectives include: • **Target:** Net Earnings of $140M at target.	25	Above Target	32
	• **Target:** Cash flow from Operations (CFFO) of $327M.	5	Above Stretch	10
		100		**Total: 132**

(1) In recognition of the importance of this measure to our customers, while some important stretch metrics were achieved, on balance management recommended that the Customer objective be paid at Target.
(2) The Asset Management Stretch metric is a blend of Hydro generation performance (50 per cent of metric) and Energy Delivery Reliability performance (50 per cent of metric). Hydro High Priority Unit Derated Adjusted Forced Outage Rate (DAFOR) of <= 9.6% was achieved with a DAFOR of 4% for achievement of 50 per cent of the Stretch metric. The Energy Delivery Reliability performance metric, Storm Customer Average Interruption Duration Index (CAIDI) <= 9.31 was achieved with a result of 4.75. Blue Sky System Average Interruption Duration Index (SAIDI) of <=3.75 was not achieved with a result of 5.29. The Energy Delivery Reliability was either Storm CAIDI or Blue Sky CAIDI so the full stretch measure was achieved. However, in recognition of the importance of this measure to our customers, while some important stretch metrics were achieved, on balance management recommended that the Asset Management objective be paid at Target.
(3) Percentage payouts, below or above target for financial measures, are interpolated on a scale between each level of performance (50 per cent for threshold, 100 per cent for target and capped at 200 per cent for stretch).
(4) For 2024, the threshold level for Net Earnings was $126M, target level was $140M, and stretch level was $154M. The overall result was between target and stretch levels.
(5) For 2024, the threshold level for CFFO was $278M, target level was $327M, and stretch level was $376M. The overall result was above stretch level.

Based on the Company's achievements against the corporate objectives in the Scorecard, the NSPI Board recommended to the MRCC for approval an overall Scorecard result of 132 per cent of target.

Long-Term Incentive Program

There are three primary components of long-term incentive compensation for senior management, including the NEOs: the Emera Performance Share Unit Plan (the "PSU Plan"), the Emera Restricted Share Unit Plan (The "RSU Plan") and the Emera Senior Management Stock Option Plan (the "Stock Option Plan"). The MRCC is responsible for granting PSUs, RSUs and stock options.

The number of PSUs, RSUs and stock options granted to senior management is determined after considering competitive benchmarking data and the individual's level of responsibility within the Company. Grants are calculated each year based on each executive's long-term incentive target percentage and base salary and, generally, the grant amount increases with the level of responsibility. The values of PSUs, RSUs and stock options increase or decrease over the term of a particular grant based on increases or decreases in Emera's common share price. No amounts paid with respect to PSUs, RSUs, and stock options are included in NSPI rates.

The MRCC takes into account previous grants and looks at a three-year history of total compensation each year before approving any new PSU, RSU and stock option grants for senior management (including the NEOs). This helps to ensure grants remain reasonable in light of market data, the performance of the Company and the performance of the individual.

In 2024, PSUs made up 50 per cent of the target long-term incentive compensatory value for NSPI's most senior executive officers, with the remaining 50 per cent divided equally between RSUs and stock options.

More details about the PSU Plan, RSU Plan and the Stock Option Plan are set forth below and are described in greater detail in the Emera's Management Information Circular dated March 19, 2025.

Performance Share Unit Plan

In addition to being affected by fluctuations in the Emera share price, the value of a PSU is dependent upon the achievement of pre-determined financial objectives that help measure the increase in value, and upon the Emera's total shareholder return (TSR) relative to its established comparator over the three-year performance period. All PSU grants must be approved by the MRCC.

Leaders are awarded PSUs based on a pre-determined dollar value target (often calculated as a percentage of base salary) and the average 50-day Emera common share price immediately preceding the effective grant date (a 50-day average is used to smooth out any short-term fluctuations in the share price). The ultimate value of the grants is subject to the achievement of pre-determined financial objectives that are established and approved by the MRCC concurrent to the grant and measured at the completion of each three-year performance and vesting period. PSUs are settled in cash only. Actual performance against the established objectives can result in the performance factor of each PSU ranging between 0% and 200%, which directly impacts the payout value of the PSU in comparison to its grant value.

The Emera Group of Companies' long-term focus continues to be on Earnings Per Share ("EPS") growth and long-term shareholder value creation. Accordingly, the following two metrics have been used for the 2024 PSU grant, which were the same metrics and weightings used in the 2022 and 2023 PSU grants:

1. EPS growth, which continues to be a fundamental measure of the increase in profitability of the Company;
2. Relative TSR, which is a key measure of Emera's relative performance against a Canadian custom peer group.

The measures are weighted 75% and 25%, respectively.

The 2021 (paid out in February 2024) PSU grant had the following metrics:

1. EPS growth, which continues to be a fundamental measure of the increase in profitability of the Company (weighted at 75%);
2. Growth in cash from operations before working capital, which measures the Company's success in focusing on cash generation and is a key driver of long-term value for shareholders (weighted at 25%).

In addition to the above metrics, the payout value for the 2021 PSU grant was also be impacted by a TSR modifier, which could increase or decrease the performance factor resulting from the two performance metrics by 25 per cent based on Emera's TSR compared to the TSR of the S&P/TSX Capped Utilities Index over the three-year performance period.

The performance targets for the PSU awards are used for compensation purposes only and are not suitable for any other purpose. There is no assurance that any performance level will be met. The targets may also constitute forward-looking information. Forward-looking statements are based upon a number of assumptions and are subject to a number of known and unknown risks and uncertainties, any of which are beyond Emera's control, which could cause actual results to differ materially from the performance targets. Please see the cautionary statement in Emera's 2024 Annual Report respecting risks and assumptions relevant to Emera's determination of performance targets for compensation purposes.

Restricted Share Unit Plan

The RSU plan is administered similarly to the PSU plan, with the exception that there is no performance factor, nor a TSR modifier, and is only subject to a three-year vesting period.

Senior Management Stock Option Plan

Stock options are designed to deliver a percentage of the long-term incentive opportunity for senior management, including the NEOs, and are an important component of competitive executive compensation. Grants are calculated each year based on each executive's long-term incentive target percentage and base salary and, generally, the grant amount increases with the level of responsibility. All NEOs participate in the Stock Option Plan and have received stock options in 2024 as part of their long-term incentive.

The exercise price for stocks options is the closing price of an Emera common share on the day immediately preceding the effective grant date. Commencing with the 2022 grant, stock options vest at a rate of 20% on each of the 1st, 2nd, 3rd, 4th and 5th anniversary of the grant. Options have a 10-year term and must be exercised before the expiry date and any unexercised options are forfeited upon expiry, unless the expiry date of the option occurs during a trading blackout period or within five business days of the end of a trading blackout period, in which case, the expiry date is automatically extended by 10 business days following the end of the blackout period.

The maximum percentage of shares under all security-based compensation arrangements (including the Stock Option Plan and the Employee Common Share Purchase Plan) issuable to insiders of the Company at any time is 10 per cent of the issued and outstanding shares of the Company. The maximum number of shares to be optioned to any one person under the Stock Option Plan is 5 per cent of the issued and outstanding shares of the Company at the date of the grant of the option. The number of shares issued to insiders, within any one-year period, under all security-based compensation arrangements, will not exceed 10 per cent of the issued and outstanding shares of the Company.

For more information about the Senior Management Stock Option Plan, see *Senior Management Stock Option Plan* in Emera's Management Information Circular dated as of March 19, 2025 and which is available under Emera's profile on SEDAR+ at www.sedarplus.com.

COMPENSATION OF NSPI NEOs AND DIRECTORS

Recovery of NEO Compensation in Electricity Rates

No portion of the compensation or benefits paid or allocable to NEOs who are also executive officers of Emera are included in NSPI rates.

The Nova Scotia *Public Utilities Act* and the *Nova Scotia Power Incorporated Regulations* (collectively referred to as the *NSPI Regulations*) limit the type and amount of compensation paid to executives of NSPI, including the NEOs, that is recoverable in NSPI's electricity rates. Specifically, the *NSPI Regulations*: (1) prohibit any incentive or bonus pay for an executive of NSPI from being included in NSPI rates; (2) limit the recoverable portion of an executive's base salary to a level consistent with or, for the CEO, 10 per cent above, the Nova Scotia Government Senior Official Pay Plan; and (3) limit the recoverable portion of any other compensation or benefits to 13 per cent of that base salary.

The following table shows the salary, short-term incentive payouts, 2021 PSU and RSU payouts and the value of perquisites and other compensation awarded to NEOs in 2024, as well as the portion of compensation that is recovered in NSPI's electricity rates, in accordance with the *NSPI Regulations*. These compensation figures are also shown in the *Table of compensation excluding compensation securities* and the *Exercise of Compensation Securities by Directors and NEOs* table that follow. As shown in the table, only 24% of Mr. Gregg's total compensation as President and CEO of NSPI is included in NSPI rates. As Mr. Blunden's and Mr. Roberts' compensation is entirely paid by Emera, no amount of compensation is paid by NSPI or included in NSPI rates.

Name and position	Salary ($)	Salary Recover-able in rates ($)	Annual incentive payout ($)(1)	Annual Incentive Recover-able in rates ($)	PSU/RSU Payouts ($)(2)	PSU/RSU Recovered in rates ($)	Value of perquisites & all other comp. ($) (3)	Perquisite & all other comp. Recover-able in rates ($)	Total 2024 Comp (inc. Annual Incentive & PSU/RSU Payouts) ($)	Total amount recover-able in rates ($)	Total Comp. Recover-able in Rates (%)
Peter Gregg President & Chief Executive Officer	$519,904	$313,656	$549,120	$0	$343,063	$0	$69,354	$40,775	**$1,481,441**	**$354,431**	**24%**
Greg Blunden Chief Financial Officer, Emera Inc.	$673,731	$0	$330,480	$0	$980,750	$0	$144,356	$0	**$2,129,317**	**$0**	**0%**
Michael Roberts Chief Human Resources Officer	$439,077	$0	$376,992	$0	$320,121	$0	$64,250	$0	**$1,200,440**	**$0**	**0%**
Totals	**$1,632,712**	**$313,656**	**$1,256,592**	**$0**	**$1,643,934**	**$0**	**$277,960**	**$40,775**	**$4,811,198**	**$354,431**	**7%**

(1) The annual incentive payout amount does not include any amount allocated to deferred share units. Mr. Blunden elected to defer 50 per cent of his 2024 annual incentive payment to DSUs. No portion of the annual incentive entitlements that were paid in cash or allocated to DSUs is recoverable in rates. Please see *Deferred Share Unit Plan* for more information on the annual incentive allocations.

(2) The PSU and RSU payments are based on the 2021 PSU and RSU grants, which had a vesting period from January 1, 2021 to December 31, 2023. The payments shown above in respect of these grants were made in early 2024. No portion of the PSU and RSU payouts is recoverable in rates.

(3) The value of perquisite and all other compensation includes the compensatory change in pension, a perquisite allowance, and Company paid parking.

Compensation of Directors

With the exception of the Lead Director, all other Directors who were not employees of NSPI or its parent company, Emera, received an annual retainer of $85,000 as compensation for their services as Directors in 2024. The compensation of NSPI's directors undergoes periodic review to help ensure it is appropriate. Based on the results of the most recent review the Board approved an increase in the annual retainer for Directors to $90,000 per annum effective January 1, 2025. This annual retainer means there are no meeting fees, although meeting fees can be provided for ad hoc committee meetings if and when they occur.

The compensation for the Lead Director position on the Company's Board of Directors consisted of an all-inclusive retainer of $170,000 but was decreased to $135,000 per annum effective May 23, 2024.

NSPI does not offer option-based awards, non-equity incentive plan participation, or participation in any pension plan to its Directors. Directors have the ability to elect to receive some or all of their cash compensation in the form of DSUs.

Total Director Compensation in 2024

Director compensation details are disclosed in the *Table of compensation excluding compensation securities* and the table of *Compensation Securities* set forth below. The NSPI President and CEO did not receive any additional compensation for his services as a Director of NSPI. Further, Mr. Balfour, Emera's President and CEO is compensated by Emera and does not receive any additional compensation as a Director of NSPI.[1]

All Directors are reimbursed for expenses incurred for attendance at Directors' meetings, and when on NSPI's business.

(1) Mr. Balfour's compensation as a Director is paid directly to Emera and is included in rates.

Compensation Payable to NEOs and Directors

The compensation payable to each NEO and Director for 2023 and 2024 is shown below. The table excludes compensation securities, as those are provided in the table of *Compensation securities* that follows. The compensation figures shown in the table for Mr. Blunden and Mr. Roberts were paid by Emera.

Table of compensation excluding compensation securities							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)(2)**	**Committee or meeting fees ($)**	**Value of perquisites ($)(3)**	**Value of all other compensation ($)(4)**	**Total compensation ($)**
Peter Gregg(5) President and Chief Executive Officer and Director	2024	519,904	549,120		23,254	46,100	1,138,378
	2023	499,054	258,000		21,104	44,106	822,264
Greg Blunden(1) Chief Financial Officer, Emera Inc.	2024	673,731	330,480		23,806	120,550	1,148,567
	2023	619,538	286,440		21,656	101,795	1,029,429
R. Michael Roberts(1) Chief Human Resources Officer, Emera Inc.	2024	439,077	376,992		23,806	40,444	880,319
	2023	399,538	323,400		21,656	36,165	780,759
Scott Balfour(5)	2024	-	-	-	-	-	-
Board Chair	2023	-	-	-	-	-	-
Richard Janega(6)	2024	35,533	-	-	-	-	35,533
Director	2023	85,000	-	2,500	-	-	87,500
Lee Bragg(6)	2024	42,500	-	-	-	-	42,500
Director	2023	42,500	-	-	-	-	42,500
Sandra Greer(6)	2024	42,500	-	-	-	-	42,500
Director	2023	42,500	-	-	-	-	42,500
James Eisenhauer	2024	-	-	-	-	-	-
Director	2023	-	-	-	-	-	-
Raymond Ivany(6)	2024	115,464	-	2,500	-	-	117,964
Director	2023	85,000	-	1,250	-	-	86,250
Julia Rivard Dexter	2024	-	-	-	-	-	-
Director	2023	-	-	-	-	-	-
J. Mark Rodger	2024	-	-	-	-	-	-
Director	2023	-	-	-	-	-	-
Cassandra Dorrington	2024	-	-	-	-	-	-
Director	2023	-	-	-	-	-	-
Vivek Sood	2024	12,541	-	-	-	-	12,541
Director	2023						

(1) In 2024, Mr. Blunden and Mr. Roberts participated in the Emera Corporate Scorecard.

(2) The bonus figures provided reflect the short-term incentive paid to the executive in cash. For 2024, the payouts were based on the NSPI Scorecard result of 132 per cent and the Emera Scorecard result of 122.4 per cent. For 2023, the payouts were based on NSPI Scorecard results of 129 per cent and Emera Scorecard results of 115.5 per cent. The Short-Term Incentive Plan and the 2024 Nova Scotia Power Scorecard results are described in greater detail in *Short-Term Incentive Program*. The figures shown reflect amounts earned in the 2024 performance year and paid in 2025, and do not include any amounts that have been deferred to DSUs. For the 2024 performance year, Mr. Blunden elected to receive 50 percent in DSUs. Please see *Deferred Share Unit Plan* for more information on the annual incentive allocations.

(3) The 'Value of perquisites' includes but is not limited to amount paid to the executive for car allowance, tax preparation, and relocation as applicable.

(4) The 'Value of all other compensation' figures for NEOs include changes in the accrued obligations of the NEOs' pension entitlements.

(5) Mr. Gregg and Mr. Balfour did not receive any compensation in 2024 for their service as Directors of NSPI.

(6) Mr. Ivany elected to receive 75% of his flat fee in cash and the remaining 25% in cash to purchase Emera Common shares. Mr. Janega, Mr. Bragg, and Ms. Greer elected to receive 50 per cent of their flat fee as DSUs and the remaining 50 per cent as cash. Mr. Sood received his Q2 fees in cash to purchase Emera Common shares. Mr. Ivany attended two ad hoc meetings and received $1,250 for each meeting.

(7) Mr. Eisenhauer resigned from the Board on May 23, 2024 and Mr. Janega resigned from the Board on November 1, 2024. Mr. Ivany was appointed Lead Director on May 23, 2024. Mr. Sood joined the Board on May 8, 2024.

The following table shows the compensation securities granted to each NEO and Director in 2024:

Compensation Securities								
Name and position	**Type of compensation security**	**Description**	**Number of compensation securities, number of underlying securities, and percentage class (1)**		**Date of issue or grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Expiry Date**
Peter Gregg President and Chief Executive Officer and Director	Performance Share Units (2)	2024 Grant	9,191	0.00%	1-Jan-24	48.09	50.30	N/A
	Restricted Share Units	2024 Grant	4,598	0.00%	1-Jan-24	48.09	50.30	N/A
	Stock Options (3)	2024 Grant	47,000	1.24%	28-Feb-24	46.97	46.99	27-Feb-2034
	Deferred Share Units (4)	STIP allocation(3)	5,365	0.00%	1-Jan-24	48.09	50.30	N/A
Greg Blunden Chief Financial Officer, Emera Inc.	Performance Share Units (2)	2024 Grant	15,440	0.01%	1-Jan-24	48.09	50.30	N/A
	Restricted Share Units	2024 Grant	7,719	0.00%	1-Jan-24	48.09	50.30	N/A
	Stock Options (3)	2024 Grant	79,000	2.08%	28-Feb-24	46.97	46.99	27-Feb-2034
	Deferred Share Units (4)	STIP allocation(3)	5,956	0.00%	1-Jan-24	48.09	50.30	N/A
Michael Roberts Chief Human Resources Officer, Emera Inc.	Performance Share Units (2)	2024 Grant	5,718	0.00%	1-Jan-24	48.09	50.30	N/A
	Restricted Share Units	2024 Grant	2,855	0.00%	1-Jan-24	48.09	50.30	N/A
	Stock Options (3)	2024 Grant	29,300	0.77%	28-Feb-24	46.97	46.99	27-Feb-2034
	Deferred Share Units (4)	STIP allocation(3)	-	0.00%	1-Jan-24	48.09	50.30	N/A
Scott Balfour (6) Board Chair	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Richard Janega Director	Deferred Share Units (5)	Q1 Fees	210	N/A	28-Mar-24	50.30	50.30	N/A
		Q2 Fees	210	N/A	30-Jun-24	50.30	50.30	N/A
		Q3 Fees	212	N/A	30-Sep-24	50.30	50.30	N/A
		Q4 Fees	74	N/A	31-Dec-24	50.30	50.30	N/A
Lee Bragg Director	Deferred Share Units (5)	Q1 Fees	210	N/A	28-Mar-24	50.30	50.30	N/A
		Q2 Fees	210	N/A	30-Jun-24	50.30	50.30	N/A
		Q3 Fees	212	N/A	30-Sep-24	50.30	50.30	N/A
		Q4 Fees	212	N/A	31-Dec-24	50.30	50.30	N/A
Cassandra Dorrington (8) Director	Deferred Share Units (5)	Q1 Fees	445	N/A	28-Mar-24	50.30	50.30	N/A
		Q2 Fees	420	N/A	30-Jun-24	50.30	50.30	N/A
		Q3 Fees	474	N/A	30-Sep-24	50.30	50.30	N/A
		Q4 Fees	450	N/A	31-Dec-24	50.30	50.30	N/A
Sandra Greer Director	Deferred Share Units (5)	Q1 Fees	210	N/A	28-Mar-24	50.30	50.30	N/A
		Q2 Fees	210	N/A	30-Jun-24	50.30	50.30	N/A
		Q3 Fees	212	N/A	30-Sep-24	50.30	50.30	N/A
		Q4 Fees	212	N/A	31-Dec-24	50.30	50.30	N/A
Raymond Ivany (7) Director	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
James Eisenhauer Director	Deferred Share Units (5)	Q1 Fees	840	N/A	28-Mar-24	50.30	50.30	N/A
		Q2 Fees	489	N/A	30-Jun-24	50.30	50.30	N/A
		Q3 Fees	-	N/A	30-Sep-24	50.30	50.30	N/A

		Q4 Fees	-	N/A	31-Dec-24	50.30	50.30	N/A
Mark Rodger (8) Director	Deferred Share Units (5)	Q1 Fees	420	N/A	28-Mar-24	50.30	50.30	N/A
		Q2 Fees	420	N/A	30-Jun-24	50.30	50.30	N/A
		Q3 Fees	474	N/A	30-Sep-24	50.30	50.30	N/A
		Q4 Fees	450	N/A	31-Dec-24	50.30	50.30	N/A
Julia Rivard Dexter (8) Director	Deferred Share Units (5)	Q1 Fees	445	N/A	28-Mar-24	50.30	50.30	N/A
		Q2 Fees	420	N/A	30-Jun-24	50.30	50.30	N/A
		Q3 Fees	425	N/A	30-Sep-24	50.30	50.30	N/A
		Q4 Fees	474	N/A	31-Dec-24	50.30	50.30	N/A
Vivek Sood (8) Director	Deferred Share Units (5)	Q1 Fees	-	N/A	28-Mar-24	50.30	50.30	N/A
		Q2 Fees	-	N/A	30-Jun-24	50.30	50.30	N/A
		Q3 Fees	474	N/A	30-Sep-24	50.30	50.30	N/A
		Q4 Fees	499	N/A	31-Dec-24	50.30	50.30	N/A

(1) Each PSU, RSU, stock option and DSU represent one underlying Emera common share. PSUs, RSUs and DSUs granted to executives are settled in cash under the terms of the PSU Plan, the RSU Plan and the DSU Plan applicable to executives. DSUs granted to Directors can only be settled in cash under the terms of the Directors' DSU Plan. PSUs and RSUs vest over a three-year period and Stock Options vest in even tranches over five years. DSUs are deems to be vested at the time of grant but are only redeemable after departure from the Company. For PSUs, RSUs and DSUs awarded to executives, the percentage of class is calculated by dividing the applicable units by the weighted average outstanding Emera common shares as of December 31, 2024 (289,148,766). For stock options, the percentage of class is calculated by dividing the applicable options by the number of outstanding options as at December 31, 2024 (3,796,040).

(2) The grant value of PSUs and RSUs granted in 2024 was based on the average 50 trading-day closing share price up to December 29, 2023 ($48.09). The 50-day share price average is used for PSU and RSU grants to smooth out any short-term fluctuations in share price preceding the grant date. The value of PSUs on payout is subject to the achievement of specific performance objectives over the three-year performance period from January 1, 2024 to December 31, 2026. If those objectives are not met, payouts may be less than the initial value of the grant noted above (or there may not be any payout at all) and if performance objectives are exceeded, the payout may be higher than the amount noted above. The closing price at year-end is based on the closing price of Emera common shares as at December 29, 2023; however, the share price used to calculate the PSU and RSU payouts will be based on the average 10 trading-day closing share price at the end of the performance period. The issue price for dividends is based on the average 5 trading-day closing share price immediately preceding the dividend payment date. For more information on PSUs and RSUs, please see *Performance Share Unit Plan* and *Restricted Share Unit Plan*.

(3) The value of the stock options granted to the NEOs in 2024 was determined to be equal to 10 per cent of the February 27, 2024 closing share price of $46.97 or $4.70 per option. The Company has adopted a floor value ratio of 10 per cent; if the Black-Scholes methodology leads to a value ratio that is less than 10 per cent, the floor of 10 per cent will apply. The Black-Scholes valuation for 2024 resulted in a value ratio of 10.4 per cent to 6.0 per cent, using an estimated dividend yield of 5.7 per cent, and a risk-free interest rate of 3.06 per cent. The range was dependent on the number of months over which the volatility calculation was measured, from 12 to 120 months, which led to volatility measurements from 22.1 per cent to 15.8 per cent. Because the Black-Scholes valuation was below 10 per cent, the floor of 10 per cent was used to value stock options in 2024. For more information on stock options, please see *Senior Management Stock Option Plan.*

(4) The grant value of DSUs granted in 2024 was based on the average 50 trading-day closing share price up to December 29, 2023 ($48.09). The 50-day share price average is used for DSU grants to smooth out any short-term fluctuations in share price preceding the grant date. The closing price at year-end is based on the closing price of Emera common shares as of December 29, 2023; however, the share price used to calculate the DSU payout will be based on the average 10 trading-day closing share price immediately preceding the payout date, which cannot occur until the executive leaves the employment of Emera or its affiliates. The issue price for dividends is based on the average 5 trading-day closing share price immediately preceding the dividend payment date. For more information on DSUs, please see *Deferred Share Unit Plan.*

(5) The grant value of DSUs granted to Directors in 2024 was based on the closing price of Emera common shares on December 29, 2023 ($50.30). Directors cannot settle DSUs until they leave the Board.

(6) Mr. Balfour, Emera's President, is compensated by Emera and did not receive any additional compensation in 2024 as a Director of NSPI.

(7) For 2024, Mr. Ivany elected to receive 75 per cent of his compensation as Director in cash and the remaining 25% as cash to purchase Emera Common shares.

(8) Mr. Roger, Ms. Dorrington, and Ms. Rivard-Dexter attended three ad hoc meetings and received $1,250 for each meeting, Mr. Sood attended six ad hoc meetings and received $1,250 for each meeting,

(9) As of December 31, 2024, the total holdings of compensation securities and underlying securities of each NEO and Director, including all restricted share units, performance share units and deferred share units, and all dividend equivalents on each of them, and stock options, is as follows: Mr. Gregg held 158,678 securities, Mr. Blunden held 469,583 securities, Mr. Roberts held 163,384 securities, Mr. Janega held 253,944, Mr. Bragg held 24,666 securities, Ms. Dorrington held 5,945 securities, Ms. Greer held 21,030 securities, Mr. Ivany held 36,381 securities, Mr. Eisenhauer held 18,739 securities, Mr. Rodger held 9,063 securities, and Ms. Rivard Dexter held 8,714.

The following table shows the compensation securities exercised by Directors and NEOs in 2024:

Exercise of Compensation Securities by Directors and NEOs							
Name and position	**Type of compensation security**	**Number of underlying securities exercised**	**Exercise price per security ($)**	**Date of exercise**	**Closing price per security on date of exercise ($)**	**Difference between exercise price and closing price on date of exercise ($)**	**Total value on exercise date ($)**
Peter Gregg President and Chief Executive Officer and Director	Performance Share Units (1)	4,754	48.09	1-Jan-24	50.30	2.21	228,634
	Restricted Share Units (1)	2,379	48.09	1-Jan-24	50.30	2.21	114,428
Greg Blunden Chief Financial Officer, Emera Inc.	Performance Share Units (1)	13,599	48.09	1-Jan-24	50.30	2.21	653,963
	Restricted Share Units (1)	6,795	48.09	1-Jan-24	50.30	2.21	326,787
Michael Roberts Chief Human Resources Officer, Emera Inc.	Performance Share Units (1)	4,435	48.09	1-Jan-24	50.30	2.21	213,303
	Restricted Share Units (1)	2,221	48.09	1-Jan-24	50.30	2.21	106,818

(1) The value of PSUs and RSUs exercised in 2024 is based on the 2021 PSU and RSU grants, which both had a three-year vesting period from January 1, 2021 to December 31, 2023. The 2021 PSU and RSU grants were deemed to be paid out on January 1, 2024. The payout is calculated based on the original grant with accumulated dividends and multiplied by the average closing share price for the last 50 trading days of 2023 ($48.09). The 50-day share price average is used to smooth out any short-term fluctuations in share price preceding the payout date. The 2021 PSU grant was also subject to a performance factor based on Emera's EPS, cash flow, and total shareholder return relative to the S&P/TSX Capped Utilities Index. Units shown above have been rounded however, the value amount is calculated based on the actual number of units, including fraction units. The overall performance factor result was 1.0, which was applied to the 2021 PSU grant payouts. Please see *Performance Share Unit Plan* for more details.

No portion of the total value realized by the NEOs through the payout of securities was included in rates.

Pension Plan Benefits

The Company has adopted a pension governance framework that sets out the structure and processes for overseeing the management and administration of all pension plans sponsored or administered by Emera and its affiliates to ensure that the liabilities associated with such pension plans are being appropriately managed.

The NEOs are members of the Canadian corporate pension plan ("Pension Plan") and participate on either a defined benefit basis or a defined contribution basis. For 2024, one NEO participated in the defined benefit component of the Pension Plan and three NEOs participated in the defined contribution component of the Pension Plan.

Defined Benefit

The following table shows years of credited service, estimated pension amounts and changes to accrued obligations from January 1, 2024 to December 31, 2024 for the NEOs who participated in the Pension Plan on a defined benefit basis.

		Annual benefits payable					
Name	**Number of years credited service (#)**	**At year-end ($) (1)**	**At age 65 ($)**	**Accrued obligation at the start of the year ($)**	**Compensatory change ($) (2)**	**Non-compensatory change ($) (2)**	**Closing present value of defined benefit obligation ($) (3)**
Greg Blunden (4)	1.3	21,615	21,615	637,702	22,187	38,705	698,593

(1) Mr. Blunden was eligible for an immediate pension at year-end. The amount shown is the accrued pension starting Mr. Blunden's unreduced retirement date if he terminated employment at December 31, 2024.

(2) The compensatory and non-compensatory changes are described in more detail below.

(3) The accrued pension obligation is calculated following the method prescribed under USGAAP (section 715 of the standards of the Financial Accounting Standards Board) and by the Canadian Institute of Chartered Accountants and is based on management's best estimate of future events that affect the cost of pensions, including assumptions about future salary adjustments and short-term incentive awards.

(4) Mr. Blunden accrues future benefits under the defined contribution component of the Pension Plan and has frozen service as of June 30, 2001 under the defined benefit component of the Pension Plan.

The accrued obligation of a pension entitlement is the present value of the expected future annual benefits payable taking into account service accrued to date and the expected salaries used to determine the annual benefit payable at retirement. Each year, the value of the accrued obligation changes as a result of compensatory changes and non-compensatory changes, which are shown in the table above.

Compensatory changes are caused by changes in the annual benefit payable and result primarily from three factors: (i) new accrued service (the employer current service cost); (ii) the impact of salary increases greater than expected on past benefits (estimated increases are already built into the accrued benefit obligation); and (iii) plan changes impacting, for example, accrued service or when benefits are payable. There were no Pension Plan changes that materially affected the above figures in 2024.

Non-compensatory changes are caused by interest on the accrued obligation and current service cost, employee required contributions and changes in the assumptions used to calculate the present value of the future annual benefit payment stream. These assumptions include the mortality table, salary scale, retirement assumption and the inflation assumption used for calculating indexing and the discount rate. The non-compensatory changes in 2024 were driven largely by changes in actuarial assumptions as well as interest on the accrued obligation and current service cost. The assumption changes from December 31, 2023 to December 31, 2024 were a change in the discount rate from 4.63 per cent to 4.64 per cent for the Pension Plan, 4.61 per cent to 4.13 per cent for the retirement award, and the supplemental employee retirement plan ("Supplementary Retirement Plan") remained stable at 4.63 per cent. In addition, the salary increase assumption was updated to reflect a salary experience study conducted in 2024. The net effect of the assumption changes is an increase in obligations.

The defined benefit component of the Pension Plan entitles members to pension benefits based on two per cent of the average of the member's five highest years of pensionable earnings, multiplied by each year of credited service to a maximum of 35 years credited service. For the NEOs, pensionable earnings include base salary plus up to 50 per cent of their target short-term incentive. Upon a member reaching age 65, pension benefits under the Pension Plan are reduced by an amount approximately equal to the amount payable under the Canada Pension Plan. For members who retire from active service, the pension is payable on an unreduced basis upon the earlier of age 60 or age 55, provided that age and years of service add to at least 85. For members who joined the Pension Plan on or after July 1, 2004, the age 60 unreduced retirement age condition is replaced by age 62 with 15 years of service. A member may also retire on a reduced formula if the member has attained age 55, but does not qualify for an unreduced pension. Spousal benefits are paid on the death of a member at the rate of 60 per cent of regular pension benefits. Pensions are indexed to the consumer price index, subject to certain limits.

For 2024, members of the defined benefit component of the plan contributed 7.4 per cent of eligible earnings up to the year's maximum pensionable earnings ("YMPE") under the Canada Pension Plan, and 9.5 per cent of earnings between the YMPE and the amount on which pension benefits may be earned under a registered pension plan as permitted by the Income Tax Act (Canada).

Due to Canada Revenue Agency limitations on the maximum pension benefit that may be paid under the Pension Plan, a portion of the pension the NEOs earned after January 1, 1992 is provided under the terms of a supplemental employee retirement plan ("Supplementary Retirement Plan"), which is unfunded but secured by a letter of credit deposited in a retirement compensation trust. The Supplementary Retirement Plan is non-contributory. The Supplementary Retirement Plan generally mirrors the terms of the Pension Plan, with the exception that benefits earned on service in the SERP after December 31, 2017 are not indexed on retirement. The Company does not grant additional years of credited service to NEOs under the Pension Plan or Supplementary Retirement Plan.

The defined benefit component of the Pension Plan was closed to new non-union employees hired after January 8, 2013 and to new union employees hired after October 31, 2014. The defined benefit component of the Supplementary Retirement Plan was closed to new entrants as of December 31, 2017. Any employees who become eligible to participate in the Supplementary Retirement Plan after December 31, 2017 will participate in the defined contribution component.

The compensatory and non-compensatory change figures for Mr. Blunden include the increase in value of a potential retirement award. Certain employees of the Company hired before August 1, 2007 are eligible for a retirement award if they continue working with the Company until their unreduced retirement date. The retirement award is calculated by multiplying the employee's weekly base salary immediately preceding retirement by the employee's number of years of service at retirement, to a maximum of 26 weeks of salary, and is payable as a lump sum on retirement. If the employee terminates employment with the Company prior to his or her unreduced retirement date, no retirement award is payable. Mr. Blunden is entitled to the retirement award as he reached his unreduced retirement date in 2024.

Defined Contribution

The following table shows the changes to accumulated value from January 1, 2024 to December 31, 2024 for the NEOs who participated in the Pension Plan on a defined contribution basis.

Name	Accumulated value at start of year ($)	Compensatory change ($) (1)	Non- compensatory change ($) (2)	Accumulated value at end of year ($)
Greg Blunden (3)	1,587,614	94,363	373,843	2,055,819
Peter Gregg	186,471	46,100	38,143	270,714
Michael Roberts	435,252	36,444	69,898	541,594

(1) The compensatory change is the value of Company contributions made based on the defined contribution component of the Pension Plan.
(2) The non-compensatory change is the value of employee contributions to the Pension Plan, along with investment earnings.

(3) Mr. Blunden accrues future benefits under the defined contribution component of the Pension Plan and has frozen service under the defined benefit component of the Pension Plan.

Under the defined contribution component of the Pension Plan, the Company contributes a base amount of three per cent of the participant's eligible earnings into the participant's account each pay period. Plan participants can also make contributions of up to six per cent of their eligible earnings to the defined contribution component, with the Company matching half of these contributions. Accordingly, the maximum Company contribution to each participant's defined contribution account, factoring in the base amount and the matching contribution, is six per cent of the participant's eligible earnings. Canada Revenue Agency limits apply to limit the amount of contributions that can be made under the defined contribution component and, as with the defined benefit component, a portion of the pension a NEO earns in the defined contribution component may be provided under the terms of a Supplementary Retirement Plan.

Mr. Blunden, Mr. Gregg, and Mr. Roberts participated in the defined contribution component of the Pension Plan in 2024. They and the Company each contributed six per cent of their base salary into the Pension Plan up to the total amount permitted under the Income Tax Act (Canada), which equated to $16,245 each in 2024. In addition, the Company maintains an account for any contributions which would be made in the absence of the Income Tax Act (Canada) limits, through the Supplementary Retirement Plan. For 2024, the additional Company contribution for Mr. Blunden was $78,118, for Mr. Gregg was $29,855 and for Mr. Roberts was $20,199.

Upon ending active employment with the Company at any age between 55 and 65, plan participants in the defined contribution component of the Pension Plan may start receiving retirement income through the purchase of a life annuity or by converting their account to a life income fund.

The defined contribution component of the Pension Plan is administered on behalf of the Company by a major Canadian insurance company, which acts in accordance with the provisions of the defined contribution component of the Pension Plan, the Income Tax Act and the Nova Scotia Pension Benefits Act.

Deferred Share Unit Plan

The Deferred Share Unit (DSU) Plan is another component of Emera's long-term incentive program that is made available to senior leaders of the Company. A DSU is a notional share unit that is based on the value of an Emera common share – the value of a DSU changes directly in correlation to an Emera share and earns dividend equivalents in the form of additional DSUs. When a dividend is paid on Emera's common shares, each participant's DSU account is allocated additional DSUs based on the dividend paid on an equivalent number of Emera common shares. DSUs are not paid out until such time as the participant is no longer employed by the Company or any of its affiliates. When redeemed, the value of a participant's DSUs is equivalent to the fair market value of an equal number of common shares of the Company.

The DSU Plan is intended to facilitate achievement of share ownership guidelines without diluting the shareholder base. Prior to the start of each performance year, each plan participant may elect to defer some, or all of the short-term incentive payout associated with that performance year in the form of DSUs. When the short-term incentive is paid to the NEOs, the portion elected is allocated to DSUs rather than paid in cash. Since DSUs are principally an income deferral mechanism, there are no performance metrics attributable to DSUs.

Following a participant's departure from the Company and on a date selected by the participant not later than December 15 of the next calendar year after departure, the value of the participant's DSUs is calculated by multiplying the number of DSUs in the participant's account by the average closing Emera common share price for the 10 trading days preceding the payout date (the 50-day average is used to smooth out any short-term price fluctuations).

In addition, special DSU awards may be made from time to time by the MRCC to selected executives and senior management to recognize singular achievements or the achievement of certain corporate objectives.

DSU Plan Allocations

The table below identifies how much each NEO elected to allocate their short-term incentive to DSUs for 2023 and 2024:

	2024		2023	
Name	**Percentage of annual incentive allocated to deferred share units (%)**	**Dollar amount of annual incentive allocated to deferred share units ($)[1]**	**Percentage of annual incentive allocated to deferred share units (%)**	**Dollar amount of annual incentive allocated to deferred share units ($) [1]**
Peter Gregg	0		50	258,000
Greg Blunden	50	330,480	50	286,440
Michael Roberts	0		0	0

[1] The DSU allocations are rounded to the nearest whole unit, so the value of DSUs may vary slightly from the amount of short-term incentive payout allocated.

Employee Common Share Purchase Plan

Executives are also eligible to participate in the Employee Common Share Purchase Plan, which allows employees of Emera and its affiliates to purchase Emera common shares through regular payroll deductions or lump-sum payments. Participants can contribute up to $20,000 CAD/$15,000 USD per year, and Emera will match 20 per cent on employee contributions up to the contribution limit. The purchase price of the common shares under the Plan is the average of the daily high and low board lot trading price on the TSX for the five trading days prior to the purchase date. At Emera's option, shares may be purchased instead on the market at prevailing market prices. All common shares purchased under the Plan are immediately vested. Executives participate on the same terms as all other eligible employees.

Termination and Change of Control Benefits

The following table provides the estimated amounts of incremental payments, payables and benefits to which Peter Gregg would be entitled based on differing departure scenarios—resignation, termination for cause, termination without cause, separation from the Company in circumstances of a change of control, and retirement, assuming the triggering event took place on December 31, 2024. NSPI has no obligations in respect of a termination of any other NEO.

Name	Departure scenario (1)	Cash severance ($)	Short-term incentive ($)	Performance share units ($) (2)	Restricted share units ($)(2)	Stock options ($) (3)	Continuation of benefits (present value) ($) (4)	Total ($)
Peter Gregg	Resignation	-	-	-	-	-	-	-
	Termination for cause	-	-	-	-	-	-	-
	Termination without cause	780,000	624,000	-	-	-	6,464	1,410,464
	Change of control	520,000	416,000	410,174	204,956	375,140	6,464	1,932,734
	Retirement	-	-	-	-	-	-	-

(1) Please see the following table for a description of the entitlements of Mr. Gregg under the various departure scenarios.
(2) The value of PSUs and RSUs in the above table was determined using the 50-day average closing share price of an Emera common share at the end of 2024, which was $52.88.
(3) The value of stock options in the above table was determined using the closing share price on December 31, 2024, which was $53.73.
(4) Continuation of benefits may reflect amounts for health and dental benefits and insurance benefits, pursuant to the terms of the NEOs' employment contracts, as applicable.

The following is a summary of the entitlements on departure afforded to Peter Gregg under his employment contract or the applicable plans as of December 31, 2024:

Peter Gregg	
Resignation	All unvested PSUs, RSUs and stock options are forfeited.
Terminated for cause	All unvested PSUs, RSUs and stock options are forfeited.
Terminated without cause	Entitled to a lump sum equal to 18 months' compensation based upon annual salary and short-term incentive at target. Health, dental and other such benefits will be continued for up to 12 months. Unvested PSUs and RSUs are prorated to the date of termination and paid out at the end of the respective performance period, subject to the achievement of the applicable performance criteria. Unvested stock options are forfeited.
Change of control	If there is a change of control of the ownership of the Company, such that any one party acquires 50 per cent or more of voting securities and there is a substantial reduction in responsibilities or scope of authority, Mr. Gregg may elect, within three months following such substantial reduction in responsibilities or scope of authority, to terminate employment and receive 12 months' compensation based upon annual salary and short-term incentive at target. Health, dental and other such benefits will be continued for up to 12 months. Unvested PSUs and RSUs are prorated to the date of termination and paid out assuming a performance factor of 1.0. Should the executive terminate their employment for "good reason" (1) as defined below and in the Senior Management Stock Option Plan, unvested stock options that were granted prior to the change of control are deemed to vest on the termination date and must be exercised by the earlier of (a) six months from the termination date; and (b) 10 years from the original grant date.
Retirement	Information regarding pension entitlement is contained in Pension Plan Benefits. PSUs and RSUs continue to be eligible for full continued vesting post-retirement and PSUs remain subject to the applicable performance criteria. Payments in considerations for vested PSUs and RSUs will occur in normal course. Unvested stock options granted to Mr. Gregg will continue to vest in full and in normal course past retirement and must be exercised before the expiry date of the option, which is 10 years from the original grant date.

(1) "Good Reason" is defined in the Senior Management Stock Option Plan as:

a. a material diminution in the Optionee's base salary or a material reduction in aggregate annual target total direct compensation
b. a material diminution in the Optionee's authority, duties, or responsibilities by the Company or its Affiliates, as applicable; or
c. changing the location to which the Optionee regularly reports to perform the Optionee's duties to the Company or Affiliate, as applicable by more than 50 kilometers.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Emera has established equity compensation plans which apply to the Company. See *Statement of Executive Compensation* in Emera's Management Information Circular dated as of March 19, 2025, and which is available under Emera's profile on SEDAR+ at www.sedarplus.com.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

The Company does not have a program that allows for the provision of loans to Directors or Officers, and the Company is not intending to initiate such a program. In addition, there is no program to allow loans or indebtedness under any share purchase program. As of the date of this Circular, there was no indebtedness of the Directors to the Company or any of its subsidiaries. As of the date of this Circular, except for routine indebtedness, there is no indebtedness of Executive Officers and other employees to the Company or any of its subsidiaries.[1]

MATERIAL TRANSACTIONS

Since the commencement of the most recently completed financial year, insiders of the Company and its affiliates, including Directors, executive officers, proposed Director nominees or their associates or corporations they controlled, did not have any material interest, direct or indirect, in any transaction or in any proposed transaction that has materially affected or will materially affect the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

There are no functions of management that are performed by a person or company other than the Directors, executive officers or other employees of the Company or its subsidiaries.

OTHER MATTERS

Management of the Company knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the Proxy accompanying this Circular to vote the same in accordance with their best judgment of such matters.

ADDITIONAL INFORMATION

Additional information relating to the Company is available under the Company's profile on SEDAR+ at www.sedarplus.com. Shareholders may contact Mark G. Everett, the Company's Corporate Secretary, to request copies of the Company's financial statements and MD&A for the fiscal year ended December 31, 2024. Financial information is provided in the Company's annual financial statements and MD&A for the fiscal year ended December 31, 2024.

APPROVAL OF THIS CIRCULAR

The Board of Directors has approved the contents of this Circular and has authorized it to be sent to the shareholders of the Company.

[1] "Routine indebtedness" includes: (i) loans made on terms no more favourable than loans to employees generally, for which the amount remaining unpaid does not exceed $50,000; (ii) loans to full-time employees, fully secured against their residence and not exceeding their annual salary; and (iii) loans for purchases on usual trade terms, or for ordinary travel or expense advances, or similar reasons, with repayment arrangements in accordance with usual commercial practice.